

8/9/2004 Darwin, Amanda	637.00	Review valuation issue/impact of Equity's arguments on sub-debt (.5). Review PUHCA and SEC arguments regarding disclosure/remedies for failure to disclose and conference with Ms. O'Mara 1.4 regarding same (.9).	3
8/10/2004 Darwin, Amanda	910	Review supplemental statement/confirmation of filing (.5). Review objections to plan from Wilmington 2 and Harbert (.6). Review PUHCA issues identified by Mr. Dewees (.6). Review incoming pleadings (.3). Continue review of Montana law (1.3). Review indenture trustee memos (.6). Review Harbert HSBC claims objection (.8). Conference with Mr. Dewees on PUCHA issues (.4). Review literature on 4.3 cramdown (1.2).	3
9/10/2004 Snellings, John V.	2,128.50		3
9/11/2004 Dewees, Robert L. Jr.	1,504.00 88,735.00	Review Wilmington Trusts 8/2/04 objection to confirmation of plan (1.1). Review exhibits and docket 3.2 entries (.5). Review Wilmington Trusts 7/12/04 Motion to disallow claims of HSBC bank (1.6).	3
1/29/2004 Hamblett, Frank S.	220	Revise letter to Ms. Russo and others regarding Tripartite Agreement (.2); follow up with claims agent 0.5 regarding proofs of claim (.3).	4
5/4/2004 Hamblett, Frank S.	792.00	1.8 Further revise proofs of claims (1.8). Review incoming summary from Committee counsel regarding yesterday's hearing (.4). Review docket regarding motions to be heard (.3). Analysis of hearing transcript at Montana PSC (.3). Review issues 1.8 raised by Comanche (.3). Follow-up regarding candidates for local counsel (.5).	4 4
5/6/2004 Darwin, Amanda	819.00	Review correspondence from and to Mr. Schmechel regarding representations made by the parent company (.4). Review possibility of seeking separate committee (.5). Telephone conference with Mr. 1.8 Fisher regarding next action (.3). Research regarding separate committee (.6). 0.4 Review documents sent by Mr. Schmechel on NorthWestern's financings. 0.6 Review various objections to disclosure statement. Review constituencies represented by Committee (.3). Review other matters to be heard at omnibus hearing (.3). Telephone conference with Ms. Costello (.3). Review email correspondence from Ms. Costello (.2). Telephone conference with Ms. Miller (.3). Review email correspondence from 1.6 Committee counsel (.2). 0.4 Review incoming correspondence regarding registration rights agreement (.4).	4 4 4 4
5/7/2004 Darwin, Amanda	819.00		4
5/7/2004 Dewees, Robert L. Jr.	188		4
5/7/2004 Harrington, Lee	189		4
5/10/2004 Darwin, Amanda	728		4
5/11/2004 Darwin, Amanda	182		4
5/11/2004 Dewees, Robert L. Jr.	987	Review Debtor's motion for order enforcing the automatic stay against the Montana Public Service Commission and accompanying affidavit (.8). Review testimony and recommendations of John Wilson 2.1 on behalf of the Montana Consumer Council with particular attention to treatment of QUIPS (1.3).	4

5/12/2004 Darwin, Amanda	1,046.50	Review and revise motion pro hac vice (.5). Review other items to be heard at Omnibus Hearing (.5). Review Magten's request regarding joining additional litigation (.4). Review issues raised by Debtor against Montana PUC in motion to enforce stay (.5). Review incoming correspondence from local 2.3 counsel (.4).	4
5/12/2004 Dewees, Robert L. Jr.	1,692.00	Complete review of Wilson testimony and recommendations for financial structure and accounting policies for NorthWestern Energy or utility subsidiary of NorthWestern Corp. (1.3). Telephone conference with Mr. Harris (.3). Search MPSC orders (.6). Review QUIPS approval order from Montana PSC and last PSC rate order approving Montana Power Co.'s capital structure (1.4).	4
5/12/2004 Hamblett, Frank S.	132	0.6 Follow up with Ms. Miller regarding motion pro hac (.3).	4
5/13/2004 Darwin, Amanda	182	0.4 Correspondence relating to Montana complaint. Telephone conference with Mr. Harris regarding Montana PSC proceedings regarding sale and representations made by NOR officials to the PSC regarding keeping utility assets in separate subsidiary (.5). Review Montana PSC orders in CSFB financing (.5). Review Montana Power Company's capital structure regarding any claim that can be made that NOR violated Montana utility statutes with the going flat transaction (1.5). Telephone conference with Mr. Harris regarding obtaining materials from the MPSCsale docket and emails to/from Mr. Harris (.5). Review transcript of hearing 3.4 (.4).	4
5/13/2004 Dewees, Robert L. Jr.	1,598.00	0.5 Prepare and file pro hac vice motion.	4
5/13/2004 Harrington, Lee	157.5		4
5/14/2004 Dewees, Robert L. Jr.	376	0.8 Emails to/from Mr. Harris (.3). Review Montana PSC testimony and discovery in sale docket (.5). Review Magten complaint against Paul Hastings and telephone calls and e-mail correspondence with 1.2 Ms. Costello, Mr. Fisher and Mr. Healy regarding same (1.2).	4
5/14/2004 Hamblett, Frank S.	528.00	0.6 Review pleadings and coordinate Mr. Snellings' appearance in Arizona Bankruptcy Court.	4
5/17/2004 Harrington, Lee	189	Telephone call with Ms. Costello regarding Magten complaint against Paul Hastings (.3). Review court 0.5 order denying joinder of Comanche Park and McGreevey (.2).	4
5/18/2004 Hamblett, Frank S.	220.00		4
5/19/2004 Darwin, Amanda	1,820.00	Review status of motions to lift stay by McGreevey and Comanche and impact on advisory proceeding regarding same (.4). Review arguments of Wilmington regarding PUCHA matter and impact on factual allegations on adversary proceeding (.6). Review incoming inquiry from bondholder (.5). Review incoming correspondence from Mr. Fisher (.3). Review Committee position on noticing creditors (.6). Review issues relating to Magten position/possible notice to creditors (.6). Review request to join in suit 4 against counsel and prepare for discussions with client regarding same (1.0).	4
5/19/2004 Dewees, Robert L. Jr.	141	0.3 Telephone conference with Ms. Whittle regarding SEC cases under PUHCA.	4

5/20/2004 Darwin, Amanda	910.00	Review correspondence from and to Ms. Costello (4). Prepare for conference call with client (7). Review statements made by judge from the bench (4). Conference call with Mr. Fisher and Mr. Snellings (5).	4
5/20/2004 Snellings, John V.	495	Conference call with client to review hearing issues (5). Discussion with John Riddle on aiding and abetting lawsuit (5).	4
5/21/2004 Dewees, Robert L. Jr.	423	Review settlement between MPSC and Northwestern over PSC current investigation.	4
5/24/2004 Darwin, Amanda	819	Review incoming press clipping and correspondence to Mr. Fisher and Mr. Healy regarding same (3). Review potential offer from Montana cities (2). Review correspondence from Mr. Fisher (3). Review incoming information regarding court docket (3). Review creditor comments to amended plan (4).	4
5/24/2004 Dewees, Robert L. Jr.	235	1.8 Review incoming correspondence from Debtor in response (3).	4
5/25/2004 Harrington, Lee	63	0.5 Review materials on membership on Creditor's Committee issues and emails from Ms. Darwin.	4
5/25/2004 Snellings, John V.	148.5	0.2 Meeting with Mr. Snellings to discuss case status. 0.3 Review dockets for decision on motion for relief (3). Review order approving plan and disclosure statement and prepare summary of relevant deadlines (6). Telephone call and e-mail correspondence with Ms. Denniston regarding solicitation packages/distribution (4). Telephone call and e-mail correspondence with Mr. Curchack regarding 1.4 property trustee/successorship (4).	4
5/27/2004 Hamblett, Frank S.	616	1 Correspondence to Mr. Healy and Mr. Fisher regarding complaint (4). Review complaint (6).	4
3/12/2004 Darwin, Amanda	455.00	0.4 Conference call with Mr. Healy and Mr. Fisher regarding joining Magten complaint (4).	4
3/23/2004 Darwin, Amanda	182.00	1.2 Conference with client on issues concerning draft complaint and preparation for same.	4
3/23/2004 Snellings, John V.	594	Review certain issues regarding requested relief in complaint and possible treatment under Plan in 1.3 response to same (1.3).	4
3/30/2004 Darwin, Amanda	591.50		
4/5/2004 Darwin, Amanda	1,001.00	Prepare for conference with Mr. Kaplan, including review of joinders and objections to Magten's motion 2.2 for relief from stay (1.4). Conference call with Mr. Snellings, Mr. Kaplan, and Ms. Costello (8).	4
4/5/2004 Snellings, John V.	247.5	0.5 Review Magten complaint. Several telephone conferences with Mr. Fisher regarding indemnity agreement and joining complaint (5). Review issues of property trustee and standing (4). Review accuracy of certain factual statements in complaint (3). Review correspondence from Ms. Moss regarding exchange issues (2). Review 2.4 indemnity agreement (8). Correspondence to Ms. Costello (2). Review trust agreement, guarantee agreement and Indenture (1.1). Review Magten's proposed form of 1.9 complaint (8). Telephone conference with Ms. Costello regarding paperwork needed for tomorrow's hearing (3). 0.8 Review issues relating to standing/responses to objections (5).	4
4/6/2004 Darwin, Amanda	1,092.00		
4/6/2004 Hamblett, Frank S.	836.00		
4/7/2004 Darwin, Amanda	364.00		

4/7/2004 Hamblett, Frank S.	704	Draft letter to Mr. Curchack, BNY's counsel, regarding Magten/fraudulent conveyance claim (1.2).	
4/12/2004 Darwin, Amanda	227.50	1.6 Review property trust agreement regarding QJPS/direction (.4).	4
		0.5 Review issues relating to joint defense arrangement (.5).	4
		Review Magten complaint (.8). Review outstanding issues regarding lift stay order (.5).	
		Correspondence to Ms. Costello and telephone conference with Ms. Costello regarding the same (.5).	
		Review issues related to filing of complaint/service and local counsel issues (.8). Correspondence	
4/15/2004 Darwin, Amanda	1,365.00	3 regarding status of order/filing of complaint/10-day filing limitation (.4).	4
		Prepare notice to holders regarding pending litigation (1.9). Review complaint and telephone calls with	
4/15/2004 Hamblett, Frank S.	2,508.00	5.7 Ms. Costello regarding filing/local counsel issues (1.4). Draft and revise joint defense agreement (2.4).	4
4/15/2004 Snellings, John V.	445.50	0.9 Review complaint and deal with filing same (.9).	4
		Review and sign off on revisions to notice to holders (.6). Review issues relating to selection of local	
		counsel, filing of complaint (.2). Review issues relating to joint debtor agreement (.2). Review follow-up	
4/16/2004 Darwin, Amanda	546	1.2 correspondence from the Committee regarding complaint (.2).	4
		Revise notice to holders and telephone calls with and e-mail correspondence to Mr. Healy and Mr.	
4/16/2004 Hamblett, Frank S.	2,552.00	Snellings regarding same (1.9). Review and revise complaint and telephone conferences with Mr.	
4/19/2004 Snellings, John V.	396	Burnett and Ms. Costello regarding same (1.7). Telephone call with Committee's counsel regarding	4
		5.8 plan/indenture trustee's comments (.2). Revise and complete joint defense agreement (2.0).	4
		0.8 Revise joint defense agreement.	
		Review correspondence from Paul Hastings and Fried Frank regarding Magten Adversary	
4/22/2004 Hamblett, Frank S.	528.00	proceeding/Creditors' Committee and telephone conferences with Mr. Kornberg and Mr. Fisher	4
4/30/2004 Dewees, Robert L. Jr.	235.00	1.2 regarding same (1.2).	4
		0.5 Review draft complaint of Magten Asset Management (.5).	4
4/30/2004 Hamblett, Frank S.	528.00	Review court transcript regarding Magten motion for relief (1.0). Telephone call with Ms. Costello	4
	32,113.50	1.2 regarding same (.2).	
		Review complaint of Magten Asset Management to avoid the transfer of assets and outline regulatory	
5/4/2004 Dewees, Robert L. Jr.	658	1.4 issues (1.4).	5
5/5/2004 Dewees, Robert L. Jr.	235.00	Review Magten and Law Debenture's complaint regarding the fraudulent transfer of assets to	5
5/7/2004 Darwin, Amanda	318.50	0.5 NorthWestern Corporation (.5).	5
		0.7 Review issues relating to local counsel and issues relating to adversary proceeding (.7).	5
5/12/2004 Snellings, John V.	891	Review draft complaint against Paul Hastings (1.0). Teleconference with Fried Frank regarding	
		1.8 complaint (.4). Review pro hac motions (.4).	5

5/18/2004 Hamblett, Frank S.	792.00	Review Debtor's motion to dismiss Maglen Adversary Proceeding and e-mail correspondence to Mr. Fisher regarding same (1.8).	5
5/19/2004 Darwin, Amanda	273.00	0.6 Review issues relating to motion to dismiss (.6).	5
5/19/2004 Hamblett, Frank S.	176	0.4 Further review Debtor's motion to dismiss Maglen adversary proceeding (.4).	5
5/19/2004 Snellings, John V.	792	1.6 Review motion to dismiss complaint (1.2). Draft outline of litigation discovery/research issues (.4). Review timeline for responses in adversary proceeding (.3). Review issues relating to standing (.4). Review issues relating to constructive trust/benefit to all creditors (.5). Analyze arguments made in Debtor's motion to dismiss (.4).	5
5/20/2004 Darwin, Amanda	728.00	1.6 Debtor's motion to dismiss (.4).	5
5/20/2004 Snellings, John V.	495	1 Review revisions to disclosure statement (.8). E-mail to Ms. Costello on motion to dismiss (.2). Review incoming correspondence from Debtor's counsel (.2). Prepare for meeting regarding adversary proceeding (.4). Meeting with Mr. Fisher and Mr. Healy regarding motion to dismiss and other matters related to the adversary proceeding (.8).	5
5/21/2004 Darwin, Amanda	637	1.4 Meeting with Mr. Fisher and Mr. Healy on litigation strategy (.8). Teleconference with Mr. Kaplan 1.1 regarding various litigation issues (.3).	5
5/21/2004 Snellings, John V.	544.50	0.5 Continued review of complaint (.5).	5
5/25/2004 Snellings, John V.	247.5	0.2 Review e-mail from local counsel.	5
5/26/2004 Snellings, John V.	99	Continue review of motion to dismiss and supporting documents (1.3). Research notice issues to bondholders (.2).	5
5/27/2004 Snellings, John V.	742.5	Review disclosures to FERC and SEC alleged by Company (1.0). Follow-up with Mr. Dewees regarding additional research to be performed on FERC and SEC issues (.6). Analysis of points raised in motion to dismiss and possible rebuttal arguments (1.3). Review incoming pleadings (.4). Review 3.9 possible rebuttal to contract interpretation by Debtor (.6).	5
5/28/2004 Darwin, Amanda	1,774.50	0.6 Conference with Ms. Darwin regarding Northwestern's motion to dismiss and review same. Analyze possible contractual defenses in response to Debtor's motion to dismiss adversary proceeding (.6). Review indenture and related amendments (.9). Follow-up call with Mr. Curchack regarding 1.7 property trustee/successorship (.2).	5
5/28/2004 Hamblett, Frank S.	748	Analysis of research issues for motion to dismiss (.7). E-mail to Fried Frank on response to motion to 0.9 dismiss (.2).	5
5/28/2004 Snellings, John V.	445.5	Review Northwestern's motion to dismiss and supporting documents (.5). Review transcript from Montana PSC January 16, 2002 hearing on sale of Montana Power to Northwestern (3.5). Review 5.3 documents filed by Northwestern with Montana PSC in sale docket(1.3).	5
5/30/2004 Dewees, Robert L. Jr.	2,491.00		
5/31/2004 Morrissey, Francis	770	2 Review Northwestern Corporation's motion to dismiss Chapter 11 complaint and selected cases.	5

6/1/2004 Darwin, Amanda	409.5	Review incoming correspondence and evidence of filing from local counsel (.2). Review incoming pleadings (.3). Review assignment of adversary proceeding to new judge (.2). Review inquiry from Wilmington regarding ballooning (.2).	5
6/1/2004 Hamblett, Frank S.	484	Follow up with Mr. Curchack regarding BNY/property trustee (.2). Review indenture and related	5
6/1/2004 Harrington, Lee	189	1.1 amendments regarding motion to dismiss (.9).	5
6/1/2004 Morrissey, Francis	385	0.6 Research on newly appointed Judge Lindsey and update docket.	5
6/1/2004 Snellings, John V.	247.5	1 Further review of complaint and motion to dismiss and research regarding fraudulent trustee issues.	5
6/2/2004 Harrington, Lee	94.5	0.5 Exchange e-mails with Ms. Costello on status conference and review transfer pleadings/new judge.	5
6/2/2004 Morrissey, Francis	308	0.3 Determine time and place of proposed status conference.	5
6/2/2004 Snellings, John V.	247.5	0.8 Further review of debtor's motion.	5
		0.5 Teleconference with counsel to Magten to discuss Montana litigation against Paul Hastings.	5
6/3/2004 Dewees, Robert L. Jr.	2,397.00	Further review of Northwestern's motion to dismiss the complaint of Magten and Law Debenture and	5
6/3/2004 Snellings, John V.	1,287.00	5.1 research on representation made by Northwestern to regulatory agencies regarding its asset transfers.	5
6/4/2004 Darwin, Amanda	500.50	Review Magten's opposition to Committee intervening in adversary proceeding (.6). Correspond with Magten counsel on opposition (.4). Review 328 response from Paul Hastings (1.2). Confirm status	5
6/4/2004 Dewees, Robert L. Jr.	1,927.00	2.6 conference for 6/9 (.4).	5
6/4/2004 Hamblett, Frank S.	1,012.00	Review issues relating to company actions in going flat transaction (.5). Correspondence to and from	5
6/4/2004 Harrington, Lee	630	1.1 Ms. Costello (.3). Review finding in Montana PUC records (.3).	5
6/6/2004 Dewees, Robert L. Jr.	940	Review transcript of sale docket hearing and outline Mr. Hanson's testimony on Turbine operation of	5
6/8/2004 Darwin, Amanda	591.5	4.1 Montana Power and NOR's ability to finance the purchase of Montana Power.	5
		Review proof of claim/indenture regarding last interest payment and correspondence with Ms. Siegel	5
		2.3 regarding same (.5). Research/analyze issue regarding trustee/waiver (1.8).	5
		2 Draft, file and serve Joinder to Committee's opposition to intervene.	5
		Review testimony of Northwestern witness at hearing before Montana Public Service Commission (1.1).	5
		2 Review transcript and positions of the partner to the sale docket before the PSC (.9).	5
		Review incoming pleadings (.2). Review certain disclosure issues for brief (.4). Review discovery	5
		1.3 requests from Magten regarding identifying closing documents (.7).	5
6/8/2004 Dewees, Robert L. Jr.	1,833.00	Review settlement with MPSC filed by Debtor in Bankruptcy Court (.5). Review cases on effect of	5
6/8/2004 Snellings, John V.	346.5	violation of PUHCA (.8). Review MPSC final orders on Financial Transactions and effect of settlement	5
		3.9 on utility debt and assets (1.6). Draft arguments for response to NOR motion to dismiss (1.0).	5
		0.7 Review discovery requests (.5). Review letter to Greenberg regarding discovery (.2).	5

6/9/2004 Dewees, Robert L. Jr.	705	1.5	Conference with Mr. Snellings on response to NOR motion to dismiss (.4). Review NOR's motion with particular attention to NOR's arguments on disclosures in its regulatory filings (.9). Review incoming information on Montana Municipal Authority bid (.2).	5
6/9/2004 Harrington, Lee	126	0.4	Prepare research in response to motion to dismiss.	5
6/9/2004 Morrissey, Francis	770	2	Further review of fraudulent transfer complaint and new motion to dismiss and further research regarding trustee's fraudulent transfer claim.	5
6/9/2004 Snellings, John V.	3,465.00	7	Attend hearing in Delaware and travel to and from Philadelphia and Boston.	5
6/10/2004 Dewees, Robert L. Jr.	3,525.00	7.5	Draft response to NOR's motion to dismiss on issue of whether NOR adequately disclosed the going flat transaction (6.1). Review exhibits to NOR's Motion (1.4).	5
6/10/2004 Hamblett, Frank S.	1,100.00	2.5	Further review indenture and related amendments (1.2). Further analyze/research issue regarding waiver by trustee (1.3).	5
6/10/2004 Morrissey, Francis	693	1.8	Research regarding motion to dismiss.	5
6/10/2004 Smith, Steven	741	5.7	Emergency research assignment regarding Fraudulent Transfer Act.	5
6/10/2004 Snellings, John V.	396	0.8	Review 6/21 hearing agenda (.2). Teleconference with Ms. Costello on brief (.6).	5
			Review incoming correspondence from Ms. Costello (.2). Review presentation of disclosure issues in Magten brief (.7). Correspondence to Mr. Healy and Mr. Fisher (.3). Review factual statements	5
6/11/2004 Darwin, Amanda	773.5	1.7	regarding execution of indenture supplements (.5).	5
6/11/2004 Dewees, Robert L. Jr.	2,115.00		Review arguments in NOR's motion to dismiss (.8). Conference with Ms. Darwin (.3). Complete draft of Law Debenture's response on the issue of NOR's lack of disclosure of the "going flat" transaction in its public regulatory filings and distribute (2.5). Prepare exhibits for response (.5). Review third	5
6/11/2004 Hamblett, Frank S.	1,804.00	4.5	supplemental indenture (.4).	5
6/11/2004 Morrissey, Francis	2,117.50	4.1	Analyze/research issue regarding release/authority of trustee (1.7). Further review indenture and guaranty (1.1). Review and mark up Fried Frank's response to motion to dismiss (1.3).	5
6/11/2004 Smith, Steven	585	5.5	Review Magten's opposition to motion to dismiss and prepare memorandum regarding same, and review Mr. Dewees' inserts to opposition to motion to dismiss.	5
6/12/2004 Snellings, John V.	1,039.50	4.5	Research regarding Fraudulent Transfer Act.	5
		2.1	Review opposition draft and Dewees' insert with documents.	5
6/14/2004 Darwin, Amanda	3,321.50		Analysis of arguments raised in reply brief (1.7). Correspondence to and from Mr. Fisher (.7). Review additional insert regarding regulatory disclosure and telephone conference with Ms. Costello regarding same (1.0). Analysis of role of indenture trustee/TIA liability for acts of Company/contractual protections in indenture/issues of waiver (1.8). Telephone conference with Ms. Costello (.2). Conference call with Ms. Costello and Mr. Snellings (1.1) Review topics to be added and assignment of 7.3 drafting responsibilities (.4). Review issues relating to amendment to 1101 provisions (.4).	5

6/14/2004 Hamblett, Frank S.	2,420.00	5.5 Telephone call with Mr. Curchack regarding missing documentation (.3). Analysis regarding impact of Article 11 of the indenture on debt holder's fraudulent transfer claims (2.9). Participate in telephone conference with counsel to Fried Frank, Ms. Costello, concerning opposition to motion to dismiss (.4). Research regarding contract and other issues relating to the operation of Article 11	5
6/14/2004 Morrissey, Francis	2,387.00	6.2 Continue to work on objection to motion to dismiss (2.5). Review results of research and other issues (1.5). Several teleconferences with Maglen counsel on revisions (.8). Review case law (.5). Review inserts drafted by Hamblett, Morrissey and Dewees (1.3).	5
6/14/2004 Snellings, John V.	3,267.00	6.6 Review correspondence from Mr. Fisher (.2). Conference call with Ms. Costello and Mr. Snellings regarding comments to response (.4). Review incoming correspondence from Mr. Fisher (.2). Review red-line of Maglen response (.6). Review Section 1202 and caselaw regarding commercial reasonableness (.7).	5
6/15/2004 Darwin, Amanda	955.5	2.1 Research regarding theories of effect of Article 11 of the indenture on debenture holders' fraudulent transfer claims (3.3). Prepare inserts for Maglen's opposition to motion to dismiss fraudulent transfer 7.5 claims (3.0). Review revised opposition (1.2).	5
6/15/2004 Morrissey, Francis	2,887.50	1.5 Review motion to dismiss.	5
6/15/2004 Smith, Steven	195		5
6/15/2004 Snellings, John V.	1,881.00	Meetings with Mr. Morrissey on insert for brief and case law (.7). Discuss same with Maglen counsel 3.8 (.4). Review and revise revised brief (2.3). Teleconference with local counsel regarding filing (.4). Telephone conference with Ms. Costello (.4). Review case law regarding good faith/fair dealing and discuss same with Mr. Morrissey (1.0). Formulate additional arguments regarding Section 1101 waiver (.9). Draft inserts to response (.8); follow-up call with Ms. Costello (.3). Follow-up on last minute 3.8 revisions to response (.4).	5
6/16/2004 Darwin, Amanda	1,729.00	Review and revise response to Debtor's motion to dismiss and telephone conference with Ms. Costello 1.3 regarding same.	5
6/16/2004 Hamblett, Frank S.	572	Revise Maglen opposition to motion to dismiss and extensive conference with Mr. Snelling and Ms. Darwin regarding same.	5
6/16/2004 Morrissey, Francis	962.5	2.5 Teleconference with Ms. Costello (.3). Review memos from Mr. Morrissey (.4). Teleconference with Ms. Costello regarding filing (.2). Teleconference with K. Miller regarding filing (.2). Review pleadings 1.9 on court's decisions (.8).	5
6/16/2004 Snellings, John V.	940.5	0.3 Review confirmation of filing of response.	5
6/17/2004 Darwin, Amanda	136.5	0.8 Review Law Debenture's response to motion to dismiss and treatment of regulatory disclosures.	5
6/17/2004 Dewees, Robert L. Jr.	376		5
6/17/2004 Harrington, Lee	126	0.4 Review bankruptcy pleadings for 6/21 hearing.	5

6/21/2004 Darwin, Amanda	682.5	Review Maglen's motion to disqualify and correspondence to client regarding same (.7). Review documents to be forwarded to Mr. Healy (.3). Correspondence from and to Mr. Healy (.2). Review 1.5 incoming pleadings (.3).	5
6/21/2004 Snellings, John V.	3,465.00	7 Attend hearing in Delaware.	5
6/22/2004 Morrissey, Francis	77	0.2 Conference with Mr. Snellings.	5
6/22/2004 Snellings, John V.	148.5	0.3 Follow-up with Ms. Darwin and with Mr. Morrissey on Monday's hearing.	5
6/24/2004 Darwin, Amanda	136.5	0.3 Telephone conference with Ms. Costello.	5
6/24/2004 Dewees, Robert L. Jr.	235	Review response of Maglen/Law Debenture to Northwestern's motion to dismiss to determine whether 0.5 all arguments were addressed.	5
6/24/2004 Snellings, John V.	99	0.2 Correspond with local counsel on moving the case back to Judge Case.	5
6/25/2004 Darwin, Amanda	136.5	0.3 Telephone conference with Mr. Healy updating him on progress.	5
6/25/2004 Dewees, Robert L. Jr.	423	Correspondence to Harley Harris, Helena, Montana regarding Montana PSC documents and review 0.9 Maglen/Law Debenture arguments on NOR's motion to dismiss.	5
6/28/2004 Darwin, Amanda	318.5	Follow-up regarding status of property trustee (.2). Review issues relating to moving case back to 0.7 Judge Case (.3). Follow-up regarding Debtor's response (.2).	5
6/28/2004 Snellings, John V.	99	0.2 Attend to status of case and client update.	5
6/29/2004 Darwin, Amanda	364	0.8 Review reply brief (.3). Review issues relating to asset transfers (.5).	5
6/30/2004 Morrissey, Francis	385	1 Review Debtor's reply to opposition to motion to dismiss.	5
7/2/2004 Dewees, Robert L. Jr.	188	0.4 Telephone conference with Mr. Hamblett (.2). Review Northwestern's reply to Law Debenture (.2).	5
7/5/2004 Dewees, Robert L. Jr.	235	0.5 Review of Northwestern's reply memorandum in further support of its motion to dismiss.	5
7/8/2004 Snellings, John V.	198	0.4 Telephone conference with Ms. Costello on discovery and adversary proceeding.	5
7/19/2004 Snellings, John V.	940.5	Teleconference with Maglen counsel (.3). Review Maglen response (.2). Correspondence with Debtor's counsel in discovery (.8). Correspondence with client on deposition (.2). Review report on 1.9 7/14 and 7/15 hearing (.4).	5
7/20/2004 Morrissey, Francis	308	0.8 Revise response to Debtor's document request and conference with Mr. Snellings.	5
7/22/2004 Darwin, Amanda	273	Review issues related to consent necessary for going flat transaction (.3). Review incoming pleadings 0.6 (.3)	5
7/30/2004 Snellings, John V.	396	Teleconference with Ms. Costello on supplemental filing in adversary proceeding, depositions (.3).	5
8/5/2004 Hamblett, Frank S.	704	0.8 Attend to issues of trustee representatives and bondholders (.5).	5
8/6/2004 Hamblett, Frank S.	792.00	1.6 Review case law provided by bondholder regarding fraudulent transfer law.	5
8/8/2004 O'Mara, Mary Ellen	515	1.8 Revise statement of clarification regarding fraudulent transfer/disclosure/cure (1.8).	5
8/9/2004 Darwin, Amanda	682.50	1 Consider and research securities law questions.	5
		Review and revise supplemental statement regarding adversary proceeding (.5). Review case law 1.5 regarding failure of disclosure to cure fraudulent transfer (.9)	5

8/11/2004	Darwin, Amanda	227.50	0.5 Review comments from Fried, Frank regarding supplemental statement (.5).	5
8/11/2004	Snellings, John V.	346.5	Review notice of status, conference and communication with clerk (.4). Revise supplemental	
8/12/2004	Harrington, Lee	94.5	0.7 statement (.3).	5
8/12/2004	Snellings, John V.	891.00	0.3 Review local Delaware rules with respect to motion practice for amended pleadings.	5
8/20/2004	Morrissey, Francis	577.50	Finalize and file supplemental statement with motion for relief to file statement (1.5). Teleconference	
8/23/2004	Deweese, Robert L. Jr.	1,175.00	1.8 with Ms. Miller regarding filing (.3).	5
8/24/2004	Deweese, Robert L. Jr.	329	1.5 Review decision on Debtor's motion to dismiss the QUIPS fraudulent transfer complaint (1.5).	5
8/24/2004	Deweese, Robert L. Jr.	329	Review of Court's order in adversary proceeding (.7). Review of Harbert settlement terms (.3).	
8/26/2004	Deweese, Robert L. Jr.	188	Conference with Ms. Darwin on discovery to be issued to NorthWestern on fraud and other claims	
8/26/2004	Deweese, Robert L. Jr.	188	allowed in the Court's 8/20/04 order (.4). Review previous filings and consider best approach to	
8/27/2004	Deweese, Robert L. Jr.	423	2.5 discovery questions and the fraudulent transfer claims (1.1).	5
8/31/2004	Morrissey, Francis	770.00	Review Court's order on motion to dismiss against Law Debenture/Magten arguments raised in their	
9/3/2004	Snellings, John V.	396.00	0.7 opposition.	5
9/3/2004	Upton, Melissa	112	0.7 Consider discovery that can be issued to NorthWestern Corp. on fraud issue.	5
9/7/2004	Morrissey, Francis	693	Review substance of yesterday's hearing in Arizona and pursuing fraud claims against NorthWestern	
9/7/2004	Snellings, John V.	247.5	0.4 Corp.	5
9/8/2004	Hamblett, Frank S.	308	0.4 Review discovery issues.	5
9/9/2004	Snellings, John V.	643.50	0.9 Outline discovery issues in Law Debenture's fraud claim against Northwestern.	5
9/13/2004	Snellings, John V.	297.00	Analyze issues to be reviewed in connection with litigation and conference with Mr. Kaplan regarding	
9/15/2004	Hamblett, Frank S.	1,408.00	2 same (2.0).	5
9/16/2004	Hamblett, Frank S.	968	0.8 Review proposed order on motion to dismiss (.8).	5
9/16/2004	Upton, Melissa	42	0.8 On-line research regarding Montana Code Annotated and the Montana Statute of Frauds.	5
9/21/2004	Darwin, Amanda	364.00	Revise certification concerning proposed order in connection with the Bankruptcy Court's opinion on	
9/24/2004	Deweese, Robert L. Jr.	705.00	1.8 Debtor's motion to dismiss and conference with Mr. Snellings regarding same (1.8).	5
			0.5 Review and comment on certification of order (.5).	5
			0.7 Prepare notice to holders.	5
			1.3 Review Magten law on fraudulent conveyance (1.3).	5
			0.6 Deal with certification of order with motion to dismiss (.6).	5
			Review plan regarding warrants/Class 8 allocation (.4). Review additional SEC filings regarding	
			3.2 QUIPS/TOPS (1.1). Research issue regarding proper holder of fraud claim (1.7).	5
			2.2 Continue researching issue regarding fraud claim/successor noteholders.	5
			Search the Montana Digest for fraudulent conveyance cases and search the Montana code section	
			0.3 dealing with fraudulent conveyances.	5
			0.8 Consider amendments to complaint (.8).	5
			1.5 Review Fried Frank's amended complaint (1.5).	5

9/24/2004 Morrissey, Francis	346.50	0.9 Review revised complaint for fraudulent transfer adversary proceeding (.9).	5
9/27/2004 Darwin, Amanda	1,319.50	2.9 Review amended complaint (.5). Review and revise amended complaint (2.4).	5
9/27/2004 Snellings, John V.	148.50	0.3 Review amended complaint, DeWees comments (.3).	5
9/28/2004 Darwin, Amanda	637.00	1.4 Finalize and forward comments on the amended complaint (.8). Review UFTA arguments (.6).	5
9/28/2004 Snellings, John V.	297.00	0.6 Review UFTA research (.6).	5
9/29/2004 Dewees, Robert L. Jr.	235.00	0.5 Review Magten's draft complaint regarding the fraudulent transfer (.5).	5
9/29/2004 Snellings, John V.	396.00	0.8 Review UFTA materials (.8).	5
9/30/2004 Snellings, John V.	396.00	0.8 Review amended complaint (.8).	5
10/1/2004 Darwin, Amanda	318.50	0.7 Revise amended complaint and forward to Ms. Costello (.7).	5
B			5
3/15/2004 Darwin, Amanda	1,228.50	Review incoming correspondence from Committee counsel (.2). Review incoming correspondence from Mr. Fisher (.2). Follow-up call with Mr. Delaney (.3). Review proposed complaint and timeline for filing same (.8). Telephone conference with Ms. Costello (.6). Review issues regarding successorship of	5
3/15/2004 Hamblett, Frank S.	1,056.00	2.7 property trustee/standing to bring action (.6).	5
3/16/2004 Hamblett, Frank S.	1,188.00	2.4 Continue reviewing and marking up Plan and Disclosure Statement (2.4).	5
3/17/2004 Hamblett, Frank S.	1,364.00	2.7 Further review and mark up Plan and Disclosure Statement.	5
		3.1 Complete review and mark up Plan and Disclosure Statement.	5
		Review comments to Plan from Mr. Fisher and correspondence to Mr. Fisher regarding the same (.5).	
		Telephone conference with Magten's counsel regarding documentation (.2). Telephone conference with holder (.3). Review Plan comments in accordance with clients' comments (.5). Correspondence to	
3/19/2004 Darwin, Amanda	819	1.8 Indenture Trustees' counsel regarding Plan comments (.3).	5
4/14/2004 Darwin, Amanda	637.00	Review revisions to disclosure statement and plan (.5). Review proposed form of order approving	
4/28/2004 Hamblett, Frank S.	1,144.00	1.4 disclosure statement (.5). Review proposed procedures for voting tabulation and ballots (.4).	5
4/28/2004 Snellings, John V.	792.00	2.6 Review disclosure statement and prepare objection (2.6).	5
4/29/2004 Darwin, Amanda	409.50	1.6 Review issues regarding objection to disclosure statement (1.6).	5
4/29/2004 Hamblett, Frank S.	1,232.00	Review coverage for disclosure statement hearing (.4). Review issues relating to Indenture Trustee	5
4/29/2004 Snellings, John V.	247.5	0.9 comments/resolution regarding record date (.5).	5
4/30/2004 Darwin, Amanda	864.50	2.8 Further review disclosure statement and continue drafting and revising objection (2.8).	5
4/30/2004 Hamblett, Frank S.	924.00	Review issues regarding objection to disclosure statement and removal from Committee.	5
4/30/2004 Harrington, Lee	157.5	Analyze objections to be raised to disclosure statement (.4). Review issues of feasibility and impact of	5
		constructive trust on plan (.5). Review classification problems with plan (.5). Review issues relating to	
		1.9 objection to disclosure statement (.5).	5
		2.1 Research regarding objection to disclosure statement (2.1).	5
		Meeting with Mr. Snellings regarding local rules applicable to objection to disclosure statement and	
		0.5 revise same.	5

4/30/2004	Snellings, John V.	1,782.00	Review draft objection (.5). Review disclosure statement (1.6). Review transcript from motion for relief hearing (.3). Review Maglen draft of objection to disclosure statement (.4). Revise objection to 3.6 disclosure statement (.8).	5
5/3/2004	Harrington, Lee	409.5	1.3 Revise, finalize, file and serve objection to disclosure statement.	5
5/3/2004	Snellings, John V.	1,089.00	2.2 Revise objection to disclosure statement. Review objections filed by other creditors. Review notice regarding disclosure statement hearing and arrange for coverage (.3). Review strategy 0.8 regarding disclosure statement/upcoming hearing (.5).	5
5/6/2004	Darwin, Amanda	364.00		
5/6/2004	Snellings, John V.	693	1.4 Attend to disclosure statement hearing schedule (.2). Review objections to disclosure statement (1.2). Telephone conference with Mr. Fisher and Mr. Healy regarding next action/disclosure statement 0.9 hearing (.9).	5
5/11/2004	Darwin, Amanda	409.5 114511		5
5/12/2004	Harrington, Lee	157.5	0.5 Prepare documents for Mr. Snellings regarding disclosure statement objection.	6
5/14/2004	Hamblett, Frank S.	660.00	1.5 Review revised plan and disclosure statement (1.5).	6
5/16/2004	Snellings, John V.	1,089.00	2.2 Prepare for hearing on disclosure statement and review third party objections to disclosure statement.	6
5/17/2004	Hamblett, Frank S.	1,276.00	Further review revised plan and disclosure statement and e-mail correspondence with Mr. Snellings 2.9 regarding same (1.7). Review Debtor's omnibus response to objections to disclosure statement (1.2). Continue preparation for disclosure statement hearing and other motions, including review of: Law Debenture and Maglen objections, debtors' responses and recent modifications to disclosure statement, and motion for relief for Comanche, Wilmington and McGreevey (2.5). Attend disclosure 8 statement hearing in Phoenix, AZ (5.5).	6
5/17/2004	Snellings, John V.	3,960.00	0.2 Discussion with Mr. Snellings regarding disclosure statement hearing/objections (.2).	6
5/18/2004	Hamblett, Frank S.	88.00	Review comments from creditors on disclosure statement (.4). Review letter on response deadline (.2).	6
5/21/2004	Snellings, John V.	544.50	1.1 Review revisions to disclosure statement (.5). Review response deadline/information from Fried, Frank (.4). Review incoming inquiry from holder (.4). Review timing on next action by debtor regarding solicitation packages/vote tabulations (.5). Telephone 1.6 conference with holder (.3).	6
5/25/2004	Darwin, Amanda	728	Review objection from Fried Frank (.3). Review inquiry regarding factual information (.2).	6
6/3/2004	Darwin, Amanda	728	1.6 Correspondence to and from Mr. Healy (.5). Telephone conference with Mr. Healy (.5).	6
6/7/2004	Snellings, John V.	247.5	0.5 Correspond with Maglen counsel on discovery pleadings.	6

7/17/2004 Darwin, Amanda	546	Review court docket (.2). Review indenture relating to distribution of assets to beneficial holders (.4). Review status of briefing and Debtor statement regarding same (.4). Review incoming correspondence	6
7/17/2004 Snellings, John V.	99	1.2 from Debtor's counsel regarding depositions (.2). 0.2 Review discovery e-mail from Paul Hastings. Review correspondence from Debtor regarding discovery matters (.5); conference call with Mr. Snellings and Ms. Costello (.4). Review schedule of depositions and possible travel schedules (.6). Follow-up call with Mr. Fisher (.3). Calendar upcoming hearings and objections deadlines (.5). Review incoming pleadings (.3). Forward information to Mr. Fisher and Mr. Healy (.3). Review incoming correspondence from Mr. Kaplan (.5). 3.4 correspondence from Mr. Kaplan (.5). Review deadlines for objection to plan (.3). Review Maglen's proposal to submit motion requesting order based on submissions (.4). Review notice of deposition, possible response and correspondence to client regarding same (.5). Review preparation for responses to document requests and depositions	6
7/8/2004 Darwin, Amanda	1,547.00	1.9 (.7). Analyze options regarding plan confirmation/adversary proceeding/objections (1.0). Review plan	6
7/12/2004 Darwin, Amanda	864.5	2.4 regarding same (1.2). Correspondence with Mr. Curchack regarding tripartite agreement (.2). 0.9 Further review plan of reorganization regarding objections (.9). 0.7 Further review plan of reorganization regarding objections/confirmation. 0.4 Review incoming order regarding discovery (.4). 0.5 Attend to discovery issues and e-mails with K. Dennison. 1.1 Prepare response to debtor's first request for production. Review types of documents to be reviewed in response to document production (.4). Review certain	6
7/12/2004 Hamblett, Frank S.	1,056.00	0.8 documents for applicability to discovery request (.4). 0.6 Assist in response to Debtor's document request (.6). Work on discovery response and document search (.8). Review same with Mr. Morrissey (.3). Review	6
7/20/2004 Hamblett, Frank S.	264	1.9 business plan (.8). 0.3 Conference with Mr. Kaplan regarding discovery requests and upcoming depositions. 0.2 Telephone conference with Mr. Arnold.	6
7/20/2004 Snellings, John V.	940.5	Review issues relating to upcoming deposition and incoming correspondence from client regarding	6
7/21/2004 Darwin, Amanda	136.5	1 same (.5). Review issues regarding document request of Debtor and document production (.5). 0.3 Review revised deposition chart. Review schedule for depositions and correspondence to client regarding arrangements for same (.3). 1.1 Review judge's opinion regarding motion to disqualify (.8). 0.5 Follow-up on certain issues raised in today's depositions.	6
7/21/2004 Morrissey, Francis	77		6
7/23/2004 Darwin, Amanda	455		6
7/23/2004 Snellings, John V.	148.5		6
7/26/2004 Darwin, Amanda	500.5		6
7/27/2004 Darwin, Amanda	227.5		6

7/27/2004 Snellings, John V.	5,197.50	10.5 Debenture and Magten.	6
7/28/2004 Darwin, Amanda	318.5	Review matters covered in yesterday's depositions (.5). Review incoming correspondence from Mr. Kaplan (.2).	6
7/28/2004 Snellings, John V.	1,138.50	Attend to deposition of debtors (.8). Review memo on supplemental production (.3). Review file for 2.3 purpose of confirmation objection (1.2).	6
7/29/2004 Darwin, Amanda	1,092.00	Review issues relating to addendum papers to be filed (.9). Review incoming correspondence from Mr. Fisher (.2). Correspondence to Mr. Fisher (.2). Review inquiry and other information from counsel to 2.4 certain bondholders (.5). Review issues relating to time of purchase/bondholders' rights (.5).	6
7/29/2004 Snellings, John V.	1,336.50	Work on objection to confirmation (1.3). Deal with deposition schedules and follow-up (.8). Exchange of 2.7 e-mails with Mr. Fisher on DTC and bondholder history (.6).	6
7/30/2004 Hamblett, Frank S.	1,056.00	2.4 Further research issue regarding indenture trustee/bondholders/fiduciary duty.	6
8/2/2004 Morrissey, Francis	616	Review various objections to confirmation (.3). Prepare for deposition of Mr. Yearly (.6). Conference 1.6 with Mr. Snellings (.7).	6
8/2/2004 Snellings, John V.	3,514.50	Teleconference with Mr. Kaplan regarding deposition of Mr. Austin, supplemental filing (.5).	
8/3/2004 Darwin, Amanda	227.5	Teleconference with Ms. Miller regarding filing objection to confirmation (.5). Review objection to confirmation filed by Harbert, Wilmington and other creditors (1.8). Conference on discovery i.e. Yearly deposition (.7). Review transcripts from deposition of Mr. Fisher (1.2). Review case law on confirmation issues (1.1). Review deposition notice for upcoming discovery of various parties (.3). Conference with 7.1 Fried Frank on objection to confirmation deadline (.4). Review e-mail from Mr. Fisher on Mr. Carlin (.6).	6
8/3/2004 Morrissey, Francis	4,235.00	0.5 Review analysis offered by Mr. Carlin (.3). Analyze analogy to case at hand (.2). Prepare for and attend deposition of Mr. Yearly (7.2). Conference with Mr. Snellings (.8). Travel to New 11 York (3.0).	6
8/3/2004 Snellings, John V.	1,633.50	Teleconference with Mr. Morrissey on Mr. Yearly's deposition (.8). Review hearing agenda for 8/4 (.3). Review Goldman Sachs objection to confirmation (.4). Work on draft memo for objection to 3.3 confirmation (1.8).	6
8/4/2004 Hamblett, Frank S.	660.00	1.5 Review objection of Wilmington Trust to plan and subordination provisions in TOPS indentures (1.5). Review Magten's objection to confirmation and work on Law Debenture Trust's objection to 2.5 confirmation.	6
8/4/2004 Morrissey, Francis	962.5		6

8/4/2004 Snellings, John V.	1,782.00	Review revised deposition testimony of Tally Embry on tradings (.4). Review Magten's objection to 3.6 confirmation (.8). Revise outline of objection (1.8). Review supplemental statement (.6).	6
8/5/2004 Darwin, Amanda	455	1 Review incoming correspondence (.2). Review certain objections to plan/impact on classification (.8).	6
8/5/2004 Morrissey, Francis	2,310.00	Work on Law Debenture's objection to confirmation and conference with Ms. Costello regarding same 6 (3.4). Research regarding subordination and x clause issues (1.7). Review Austin Deposition (.9). Review issues relating to misclassification of QUIPS, arguments regarding plan objection (1.2). Review 3 securities laws issues/PUHCA (1.8).	6
8/6/2004 Darwin, Amanda	1,365.00	4.4 Research/analyze subordination/intercreditor issues regarding objection to plan (4.4).	6
8/6/2004 Hamblett, Frank S.	1,936.00	Telephone conferences Mr. Dewees regarding certain PUHCA issues in connection with Northwestern 1.5 bankruptcy and review certain material regarding same.	6
8/6/2004 Lee, Frank	772.5	Conference with Mr. Snellings regarding Law Debenture's objection to confirmation and x clause issues and objection to confirmation of plan based on PUHCA (.5). Telephone conference with Ms. Costello regarding same (.4). Work on opposition to confirmation (7.3). Review complaint against 9.5 officers and directors (1.3).	6
8/6/2004 Morrissey, Francis	3,657.50	0.3 Review certain securities law questions.	6
8/6/2004 O'Mara, Mary Ellen	154.5	Review Morrissey analysis on Magten objection to confirmation (.3). Confer with Mr. Morrissey on Law 0.8 Debenture objection (.5).	6
8/6/2004 Snellings, John V.	396	1.4 Work on objection to confirmation.	6
8/8/2004 Snellings, John V.	693	Review claim regarding constructive trust/non-debtor property (.5). Review and revise objection to 3.3 confirmation (1.3). Further review and revision to objection to confirmation (1.5).	6
8/9/2004 Darwin, Amanda	1,501.50	Review Section 79z of PUHCA on validity of contracts and cases cited (.7). Review Harbert's arguments (.5). Telephone conference with Ms. O'Mara regarding securities law remedies we can 1.6 assert (.4).	6
8/9/2004 Dewees, Robert L. Jr.	752.00	Review Law Debenture's draft memorandum of law in support of objection to confirmation of Debtor's 0.8 plan (.8).	6
8/9/2004 Dewees, Robert L. Jr.	376.00	Review and mark up objection to plan confirmation (1.1). Revise statement of qualification and 3.3 discussions with Ms. Darwin regarding strategy (2.2).	6
8/9/2004 Hamblett, Frank S.	1,452.00	Substantially revise and supplement Law Debenture's objection to confirmation (9.8). Telephone conferences with Ms. Miller regarding deadline to file objection, coordinate filing and service of same 10.5 (.7).	6
8/9/2004 Morrissey, Francis	4,042.50		
8/9/2004 O'Mara, Mary Ellen	206	0.4 Conference with Mr. Dewees (.2). Conference with Ms. Darwin regarding securities law matters (.2).	6

8/9/2004 Snellings, John V.	3,960.00	Review and revise memorandum in opposition to confirmation (5.5). Review Magten's brief (5).	6
8/10/2004 Snellings, John V.	247.5	Review and comment on draft supplemental statement (5). Review other creditors' objections to 8 confirmation (1.5).	6
8/11/2004 Darwin, Amanda	773.50	0.5 Review objections filed on 8/09.	6
8/12/2004 Snellings, John V.	693.00	Review incoming pleadings (3). Review new docket entries (3). Review incoming correspondence from Debtor regarding status conference/confirmation of receipt of filings (5). Review status of briefing 1.7 from other parties objecting to plan (5).	6
8/13/2004 Darwin, Amanda	773.5	1.4 Review article on sale of NOR (2). Review objection to confirmation of other creditors (1.2).	6
8/13/2004 Morrissey, Francis	385	Review incoming correspondence from Mr. Fisher (1). Attend telephonic conference call (8). Follow-up conference call with Mr. Fisher and Mr. Healy (4). Review terms of Wilmington settlement (4).	6
8/13/2004 Snellings, John V.	3,514.50	1 Attend telephonic status hearing and follow-up conference with Mr. Snellings regarding same. Prepare for status conference on confirmation: Confer with Magten's counsel and review list of objections (1.2). Attend status conference (8). Prepare and file list of possible witnesses (8). Review other parties' witness lists (6). Review SENECA Financial analysis (1.2). Draft and respond to client e-mails on status of case and conference (1.1). Telephone conference with Fried Frank on discovery 7.1 sent to them (6). Review Debtors' omnibus reply to objections (8).	6
8/16/2004 Darwin, Amanda	1,410.50	Review incoming press clippings and other information summarizing TOPRS settlement (5). Review incoming pleadings and correspondence from Debtor summarizing plan objections (6). Review incoming correspondence from Mr. Fisher and correspondence to Mr. Fisher (4). Review feedback from Fried, Frank, reaction to TOPRS settlement (4). Follow-up on conversation with Mr. Austin (3). Review proposed timing on plan confirmation/split confirmation hearing/vote certification (5). Review 3.1 company valuation issues (3).	6
8/16/2004 Hamblett, Frank S.	352	0.8 Review disclosure statement to determine value of TOPRS settlement and prepare summary of same. Conferences with Ms. Steingart, Mr. Kaplan, Ms. Costello and Mr. Snellings regarding amendments to plan and proposed treatment of QUIPS claims (5). Review debtor's confirmation objection summary, 1.3 and review In re Union Financial Services, and other related case law (8).	6
8/16/2004 Morrissey, Francis	500.5	Telephone conference with Mr. Austin regarding plan modification (4). Review errata sheet (4).	6
8/16/2004 Snellings, John V.	495	1 Telephone conference with Ms. Costello regarding amendments (2).	6

8/17/2004 Darwin, Amanda	1,410.50	Review incoming fax from Debtor's counsel (.2). Review correspondence to and from Fried, Frank (.2). Arrange for conference call (.1). Telephone conference with QUIPS holder regarding his impressions of improved class distribution and correspondence to Mr. Fisher and Mr. Healy reporting on same (.8). Review follow-up from Mr. Fisher (.2). Conference call with Fried, Frank (.3). Review issues relating to 3.1 basis to request adjournment (.9). Follow-up e-mail correspondence from and to Mr. Fisher (.4).	6
8/17/2004 Hamblett, Frank S.	352	0.8 Further review disclosure statement and revise memorandum regarding valuation of TOP/S/settlement. Further research regarding death trap provisions, confirmation objections and the separate 4 classification of QUIPS claims and offer. Telephone conference with Mr. Kaplan on modification and adjournment (.5). Correspond with client on status (.8). Research death trap provisions (.6). Memo-email regarding conversation with Mr. Austin 2.6 (.5). Review revised list of witnesses (.2).	6
8/17/2004 Morrissey, Francis	1,540.00	Review revised timing on possible filing of amendment to disclosure statement and plan (.4). Prepare for upcoming conference call with client (.6). Review possible recovery scenarios for holders (.7). Conference call with Mr. Fisher and Mr. Healy (.3). Conference call with Ms. Costello (.3). Review and revise motion to adjourn (1.0). Draft motion regarding expedited hearing (.9) Review follow-up correspondence from Ms. Costello (.2). Further revisions to motion to adjourn (.8). Review objections of U.S. Bank and Wells Fargo, as Indenture Trustee (.5). Review court's finding regarding CSFB primary liens (.4). Forward pleadings to client (.2). Review incoming objection by CSFB (.3). Review 6.9 changes to assumptions regarding warrants (.3).	6
8/18/2004 Darwin, Amanda	3,139.50		6
8/18/2004 Hamblett, Frank S.	1,188.00	2.7 Revise memorandum regarding TOP/S settlement to incorporate additional information/comments. Review, finalize and prepare for filing emergency motion for telephonic hearing, expedited motion to 1.7 adjourn confirmation hearing and form of order.	6
8/18/2004 Harrington, Lee	535.5	Additional research regarding death trap provisions and classification issues (2.9). Substantially revise 5 motion for adjournment, attend to service and filing of same (2.1).	6
8/18/2004 Morrissey, Francis	1,925.00	Revise and file motion for adjournment with emergency motion (2.1). Telephone conference with Mr. Fisher regarding status (.2). Review joinder motion of Chase Bank (.3). Review CSFB's objection to 3.5 Law Debenture objection (.5). Telephone conference with Magten's counsel (.4).	6
8/18/2004 Snellings, John V.	1,732.50		6

8/19/2004 Darwin, Amanda	1,911.00	Review procedural aspects/possible deadlines regarding discovery and objection for third amended plan (.6). Review research regarding plan objection (.4). Telephone conference with holder (.3).	6
8/19/2004 Hamblett, Frank S.	2,024.00	Review follow-up information for holder (.9). Conference call with Mr. Austin and Mr. Snellings (.4). Review voluminous pleadings (.6). Review valuation issues for stock/warrants (.8). Forward requested information to client (.2).	6
8/19/2004 Morrissey, Francis	1,540.00	4.2 Information to client (.2). Review Debtor's Second Restated Plan and Disclosure Statement and revise memorandum 4.6 summarizing settlement with TOPRS. Review revised plan and disclosure statement and related documents and conference with Mr. Kaplan regarding same (.9). Additional research regarding classification issues (2.3). Conference with Ms. Miller regarding hearing list and notice of hearing(.3). Extensive telephone conference with Mr. Haber of RPG Capatha (.5).	6
8/19/2004 Snellings, John V.	2,079.00	Review notice of hearing (.2). Telephone conference with Ms. Denniston on hearing (.2). Telephone conference with Mr. Austin on hearing (.3). Telephone conference with Mr. Kaplan regarding plan modifications (.5). Review Judge Case's denial of motion to reconsider (.4). Begin review of Second Amended Disclosure Statement and Plan and other documents (2.6). Review analysis of recoveries under proposed settlement (.9). Review terms of warrants and review memo regarding same (.8). Review complaint filed by NorthWestern against Magten (.5). Review proposed agenda for confirmation hearing (.3). Prepare for hearing (.5). Review pleadings filed by other parties (.3). Review appearances (.3). Telephonic hearing with Judge Case (1.0). Review ruling on motion to dismiss (.6). 5.2 on motion to dismiss (.6). Further review Debtor's Second Restated Plan and Disclosure Statement and revise memorandum 3.8 regarding TOPRS settlement valuation to incorporate comments. Review Debtor's motion to estimate Magten's claim and complaint to subordinate same (1.8). Conference with Ms. Miller regarding persons participating in telephonic hearing (.3). Telephone 2.3 conference with Ms. Brickley (.2).	6
8/20/2004 Darwin, Amanda	2,366.00	Prepare for emergency hearing to adjourn (1.2). Attend hearing on same (.8). Begin review of exit financing motion (1.2). Review Judge's order on dismissal (.5). Telephone conference with Fried Frank on hearing and decision (.8). Review complaint against Magten and motion to designate claim (1.3). Review memo on impact of TOPRS settlement (.4). Review amended notice of hearing agenda for 8/25 8.1 (.3). Telephone conference with Mr. Austin (.3). Continue review of amended plan (1.3).	6
8/20/2004 Hamblett, Frank S.	1,672.00	1.4 Review Debtor's omnibus response to plan objections. Telephone conference with Mr. Austin regarding settlement (.3). E-mail memo to Magten counsel 0.5 regarding same (.2).	6
8/20/2004 Morrissey, Francis	885.50		6
8/22/2004 Snellings, John V.	247.5		6

8/23/2004 Darwin, Amanda	3,594.50	7.9 Mr. Austin (.2). Further review Second Restated Plan and Disclosure Statement and related exhibits in connection with valuation of distribution (1.9). Revise memorandum regarding TOPRS settlement and recovery to QUIPS and correspondence with Mr. Austin and others regarding same (4.1). Analyze options	6
8/23/2004 Hamblett, Frank S.	3,124.00	7.1 regarding settlement/strategy (1.1). Further review of amended plan in connection with new treatment of QUIPS claims and strategy going forward (.7). Extensive conference with Mr. Kaplan regarding revised treatment of QUIPS claims and potential settlement with the estate (.5). Further research regarding classification issues and objections 4 to confirmation, and review select confirmation exhibits (2.8). Conference call with Maglen counsel on settlement (.5). Various e-mails to and from Mr. Austin on settlement discussions (.8). Review disks with exhibits and designations (1.1). Review memo on equality of treatment (.8). Review Milbank Tweed objection (.4). Prepare for confirmation hearing 4.9 (1.3).	6
8/23/2004 Snellings, John V.	2,425.50	2.4 Travel from Boston to Phoenix to attend hearing.	6
8/24/2004 Darwin, Amanda	1,092.00	Review Second Amended Disclosure Statement and other documents filed therewith (3.0). Analyze certain objections regarding same (1.4). Review objections to confirmation filed to date (1.4). Draft and revise objections to disclosure statement and review Maglen's draft regarding same (4.6). Discussions with Mr. Austin, Mr. Kornberg and Ms. Steingart regarding possible framework of a settlement (2.0). 13.8 Analyze possible "pools" of recovery for QUIP holders (1.0). Review revisions to objection (.4). Work on objection to Debtor's Second Amended Disclosure Statement and extensive conference with 9.5 Mr. Snellings regarding same.	6
8/24/2004 Darwin, Amanda	6,279.00		6
8/24/2004 Morrissey, Francis	3,657.50		6

8/24/2004 Snellings, John V.	4,702.50	<p>Prepare for hearing and review summary, disclosure statement, warrant terms, releases, voting report, other objections to confirmation (4.5). Review and revise objection to amended disclosure statement 9.5 (2.5). Review Maglen's objection (.5). Meeting with Mr. Austin, Mr. Kornberg and Ms. Steingart (2.0).</p>	6
8/25/2004 Darwin, Amanda	6,506.50	<p>Finalize objection and prepare for presentation to counsel in courtroom (.8). Telephone conference with Mr. Morrissey regarding filing (.3). Discussions with Debtor regarding proposed bifurcation of class (.4). Attend hearing regarding Second Amended Disclosure Statement and confirmation of Plan, including working with Magten, Debtor's counsel and Committee counsel regarding language to be inserted in the Second Amended Disclosure Statement (11.0). Discussions with Ms. Streingart and Mr. Snellings regarding possible settlement structures (1.0). Follow-up regarding circulation of comments 14.3 to Committee and Debtor (.4). Review discovery issues/schedule (.4).</p>	6
8/25/2004 Hamblett, Frank S.	1,364.00	<p>Review and revise objection to disclosure statement regarding allocation of stock and warrants to QJIP holders (1.5). Review proposed revisions to disclosure statement regarding allocation and 3.1 discussions with Mr. Morrissey regarding same (1.5).</p>	6
8/25/2004 Morrissey, Francis	6,160.00	<p>Revise Law Debenture's objection to disclosure statement (2.0). Prepare proposed revisions to Debtor's disclosure statement (1.5). Participate at confirmation hearing (8.0). Extensive conferences with Mr. Kaplan and Ms. Darwin regarding revisions to disclosure statement and draft and revise 16 language reflecting same (4.5).</p>	6
8/25/2004 Snellings, John V.	5,346.00	<p>Attend confirmation hearing in Phoenix (5.0). Travel back to Boston (5.0). Review changes to 10.8 disclosure statement (.5). Discuss issues with Mr. Morrissey (.3).</p>	6
8/26/2004 Darwin, Amanda	1,683.50	<p>3.7 Return travel from Phoenix to Boston.</p>	6
8/26/2004 Snellings, John V.	396	<p>0.8 Comment on changes to disclosure statement.</p>	6
8/27/2004 Darwin, Amanda	3,230.50	<p>Develop outline of objection points to confirmation (.8). Review statements of Debtor regarding intention to further revise plan treatment (.4). Review incoming pleadings (.5). Telephone conference with Mr. Austin regarding objection deadlines and correspondence communication regarding same to Fried Frank (.9). Extended telephone conference with Mr. Fisher and Mr. Healy updating them on developments in the case (.9). Arrange for issues of concern to them to be researched (.6). Extended telephone conference with Ms. Costello, Mr. Kaplan and Mr. Snellings (.9). Draft memo summarizing issues to be researched (.6). Analyze Debtor's argument regarding current claims holders (.8).</p>	6
8/27/2004 Hamblett, Frank S.	968	<p>Correspondence to Mr. Austin (.2). Review possible liability of trustee for litigation after plan 7.1 confirmation (.5).</p>	6
8/27/2004 Morrissey, Francis	1,347.50	<p>2.2 Research regarding certain strategy/options.</p> <p>Review changes to the plan and settlement strategy and objections to confirmation (2.3). Further 3.5 research regarding confirmation objection (1.2).</p>	6

8/27/2004 Snellings, John V.	346.5	Review memo on research tasks (.3). Review memo on extension to object (.2). Review memo on	6
8/30/2004 Hamblett, Frank S.	968	0.7 Austin conversation (.2).	6
8/30/2004 Morrissey, Francis	1,347.50	2.2 Review revised plan and disclosure statement and recalculate recovery to TOPS and QUIPS.	6
8/30/2004 Simpson, Varya	1,080.00	Review changes to plan and plan disclosures and draft proposed revisions to disclosure statement	6
8/30/2004 Snellings, John V.	2,623.50	3.5 (2.3). Further research regarding objection to confirmation (1.2).	6
8/31/2004 Hamblett, Frank S.	924	Review issues regarding Trustee's role and right to make bankruptcy and contract claims on behalf of	6
8/31/2004 Monroe, James S.	676	2.4 holders.	6
8/31/2004 Morrissey, Francis	770.00	Review latest draft of summary and disclosure statement (2.8). Confer with Magten's counsel on	6
8/31/2004 Snellings, John V.	1,633.50	disclosure issues (.8). Telephone conference with Debtor's counsel on changes to disclosure	6
9/1/2004 Darwin, Amanda	728	5.3 statement (1.2). Review memo on settlement impact (.5).	6
9/1/2004 Snellings, John V.	1,633.50	Analyze settlement options/strategy (.9). Research issue regarding indenture trustees/fiduciary	6
9/2/2004 Snellings, John V.	1,732.50	2.1 obligations/adversary proceeding (1.2).	6
9/3/2004 Snellings, John V.	1,930.50	Analysis regarding trustee's standing to pursue securities claims and plan confirmation issues. Confer	6
9/7/2004 Darwin, Amanda	364	1.3 with Ms. Simpson and Mr. Snelling regarding same.	6
9/7/2004 Morrissey, Francis	154	Further research regarding confirmation issues (1.3). Review apparent elimination of death trap	6
9/7/2004 Snellings, John V.	148.4	2 provisions (.7).	6
		3.3 Divide up tasks and conference with Mr. Kaplan regarding same (2.0). Identify new issues (1.3).	6
		Review precedent/lack thereof for offering choice to class members (.4). Review revisions made to	6
		plan and mechanisms for implementing plan/issues for nominees (.8). Review basis for objection to	6
		1.6 exit financing (.4).	6
		Teleconference with Ms. Steingart and Mr. Kaplan on plan modifications (.5). Teleconference with Mr.	6
		3.3 Austin on same (.3). Begin review of disclosure statement filings (2.5).	6
		Review order on disclosure statement (1.8). Review Magten draft of objection to financing motion (.4).	6
		3.5 Review revised plan/disclosure statement (1.3).	6
		Review J. P. Morgan objection to exit financing (.4). Finalize and file objection to exit financing (2.1).	6
		Review hearing notice (.4). Review Magten objection to exit financing (.6). Review U.S. Trustee	6
		3.9 objection (.4).	6
		Review results for research regarding indenture trustee's entitlement to claim (.5). Review exchange of	6
		0.8 correspondence with client regarding plan objection (.3).	6
		Outline issues regarding Law Debenture's objection to exit financing (.2). Outline issues regarding	6
		0.4 objection to confirmation (.2).	6
		0.3 Teleconference with Mr. Austin on exit financing objection (.3).	6

9/8/2004 Darwin, Amanda	1,501.50	Review revised schedule for filing objections (.4). Review Magten objection to motion to estimate claim (.3). Review additional incoming pleadings (.3). Review issues relating to revision to plan treatment (.4). Review ballots regarding voting options (.5). Review initial results of research on indenture trustee issues (.6). Review agenda for September 15 hearing (.4). Review exchange of correspondence with Mr. Austin regarding voting options (.4). Teleconference with Mr. Austin regarding confirmation details (.4). Continue review of plan and summary to outline objection (2.1). Review remarks on certificate of order (.2). Teleconference with Mr. Kaplan regarding certificate (.4).	6
9/8/2004 Snellings, John V.	1,534.50	Review outline of confirmation objection points (.9). Review status of research on various issues (.6). Review results of indenture trustee liability issues (.7). Analysis regarding case law/precedent/applicability (.6). Telephone conference with Mr. Healy and research his inquiry regarding balloting deadlines, and follow-up correspondence regarding same (1.0). Review incoming pleadings (.3). Review substance of notice to be forwarded to holders (.5). Prepare for conference call 7.1 (.8). Conference call with Fried Frank regarding division of tasks (1.2). Assign tasks (.5). Review next steps regarding negotiation of Law Debenture's position (.7). Review pleadings filed by 2.1 Wilmington Trust on the PUCHA issue and supporting exhibits (1.4). 3.8 Review Andrew Yearly transcript (1.1). Research regarding objection to confirmation (2.7). Conference call with Magten counsel on opposition to confirmation and other strategy issues and 2.7 follow-up on various issues (1.5). Review plan and code on cramdown issues (1.2). 1.7 PACER research of motion and exhibits.	6
9/9/2004 Darwin, Amanda	3,230.50		6
9/9/2004 Dewees, Robert L. Jr.	987		6
9/9/2004 Morrissey, Francis	1,463.00		6
9/9/2004 Snellings, John V.	1,336.50		6
9/9/2004 Swiatocha, Michael	187		6
9/10/2004 Bruce, Amy	49.5	0.3 Locate and obtain research materials on reorganization plans from Social Law for Mr. Morrissey. Review objection points/development (.7). Review supporting case law (.6). Review case sites regarding unfair, inequitable class treatment (.6). Review cram down standards (.5). Review incoming correspondence from Debtor (.3). Review incoming pleadings (.5). Review ballot and summary sent to holders (.7). Review PUHCA objections (.6). Review remedies available to QUIPS holders resulting from PUHCA violations (.6). Review Fried Frank objection to motion to estimate claim (.5). Review and 6.1 comment notice to holders (.5). Analyze Law Debenture's objection to claim (.4). Review PUHCA arguments (.3). Review Wilmington 2.2 Trust's pleadings on the PUHCA arguments (1.1). Review exhibits (.4). Work on objection to confirmation (3.0). Telephone conference with Ms. Steingart (.3). Forward Goldin, 3.5 Sennecca and Lazard expert reports to Ms. Costello (.2).	6
9/10/2004 Darwin, Amanda	2,775.50		6
9/10/2004 Dewees, Robert L. Jr.	1,034.00		6
9/10/2004 Morrissey, Francis	1,347.50		6

9/13/2004 Darwin, Amanda	3,776.50	<p>Review issues relating to indenture trustee duties/right to claims (.5). Review case law regarding trustee's right to prosecute claims on behalf of bondholders (.6). Review basis for separation of classes (.5). Telephone conference with Ms. Gil (.3). Review trustee authority to bring claims/causes of action/fraudulent conveyance cases (.4). Review trustee liability for possible unfair treatment/bifurcation (.5). Review notice to holders/proposed content (.5). Several e-mail messages from and to Mr. Healy (.5). Review PUHCA cases/precedence for voiding transactions (.6). Review other SEC actions on Exemption Applications (.5). Follow-up regarding bondholder inquiries (.4). Review incoming correspondence from Mr. Austin regarding objection deadline/business reasons for plan classification (.4). Review notice to holders and forward to Mr. Healy (1.0). Review regulatory framework for Montana (.6). Review securities issues/legend on bonds (.6). Review press clippings on 8.3 possible sale (.4).</p>	6
9/13/2004 Dewees, Robert L. Jr.	893	<p>Analyze PUHCA claims against going flat transaction and the supplemental indentures issued in conjunction with going flat (1.1). E-mail to Mr. Lee (.3). Conference with Ms. Darwin to discuss best 1.9 strategy for filing obligation to claims and also amending complaint in adversary proceeding (.5).</p>	6
9/13/2004 Hamblett, Frank S.	1,584.00	Further review disclosure statement summary and revise notice to holders to incorporate additional 3.6 comments (1.5). Review SEC filings regarding TOPS and QUIPS/priority of debt (2.1).	6
9/13/2004 Lee, Frank	1,030.00	2 Review Wilmington Trust pleadings regarding PUHCA arguments.	6
9/13/2004 Monroe, James S.	260	0.5 Review memorandum regarding duties and liabilities of trustee.	6
9/13/2004 Morrissey, Francis	1,732.50	4.5 Work on objection to confirmation/comments in light of results of trustee liability research.	6
9/13/2004 Snellings, John V.	1,980.00	<p>Review notice for hearing on 9/15 (.4). Review and circulate letter from Mr. Austin (.4). Various teleconferences with Mr. Austin (.8). Teleconference with Mr. Kaplan on extension (.3). Review memo 4 on trustee's duties (.8). Review second plan for objection (1.3).</p>	6
9/14/2004 Darwin, Amanda	2,002.00	Review incoming correspondence from Mr. Fisher (.2). Consider issues relating to discoverability of beneficial holders (.8). Review revisions made to notice at client's request (.3). Review and circulate press information regarding potential sale (.5). Review possible witness list/need to establish business reason for classification and review Mr. Austin's response regarding same (.7). Review SEC remedy of security holders (.6). Review incoming pleadings (.3). Review agenda for upcoming hearing(.4).	6
9/14/2004 Dewees, Robert L. Jr.	423	4.4 Review Company's discovery request/appropriate response (.6).	6
9/14/2004 Hamblett, Frank S.	1,848.00	<p>0.9 Work on statement of facts and summary of objection to claims.</p> <p>Finalize notice to holders and e-mail message to Mr. Healy regarding same (.4). Research issue regarding fraud claim/damages (2.1). Further review Debtor's SEC filings regarding TOPS and QUIPS 4.2 (1.7).</p>	6

9/14/2004 Morrissey, Francis	2,695.00	7 Further research regarding objection to second amended plan and work on objection. Prepare for hearing on 9/15/04; review agenda, Magten's opposition to estimation, our objection to exit financing, exit financing Motion (1.2). Telephone call with Magten counsel (.3). Begin review of confirmation hearing transcript (1.5). E-mail correspondence to and from client on Debtors Discovery response (.5).	6
9/14/2004 Snellings, John V.	1,732.50	3.5 Review arguments regarding unfair plan treatment and review results of research (.6). Follow-up regarding adjustment of warrants being distributed under the plan (.4). Review issues relating to true-up of warrants (.3). Review changes made to plan in light of our comments on same (.2). Consider balloting problems/confusion expressed by holders (.5). Review outcome of today's hearing (.6). Extended telephone conference with individual bondholder (.6). Review impact of Debtor's attempt to 3.7 estimate Magten claim/continuation of hearing (.5).	6
9/15/2004 Darwin, Amanda	1,683.50	3.7 Review of Herbert's objection to plan confirmation and PUHCA claims (1.4). Review various provisions of PUHCA on exemptions and authority of SEC over holding company transaction (1.1). Draft summary of Law Debenture's PUHCA claims with respect to the March 2002 debt, "the going flat" transaction and the execution of the Third Supplemental Indenture (.9). Review NOR's SEC financial disclosure 3.9 statements (.5).	6
9/15/2004 Dewees, Robert L. Jr.	1,833.00	8.5 Substantially revise and supplement Law Debenture's objection to confirmation.	6
9/15/2004 Morrissey, Francis	3,272.50	6.7 Travel to and from Wilmington for hearing.	6
9/15/2004 Snellings, John V.	3,316.50	Attend omnibus hearing (1.4). Follow-up on hearing results (.3). Attend to brief objection to 2.3 confirmation (.4). Review TOPIS memo (.2).	6
9/15/2004 Snellings, John V.	1,138.50	0.7 Review outline of arguments regarding unfair treatment.	6
9/16/2004 Darwin, Amanda	318.5	Review various sections of the PUHCA that govern the sale of debt and acquisition of assets by holding companies and also provisions governing exemption from PUHCA (.9). Draft argument that PUHCA violation by NorthWestern voids the acquisition of Montana Power LLC, the going flat transaction and the Third Supplemental Indenture (3.9). Revise draft and send to Ms. Darwin and Mr. 5.8 Lee for comment (1.0)	6
9/16/2004 Dewees, Robert L. Jr.	2,726.00	7.5 Further research regarding objection to confirmation and revise objection.	6
9/16/2004 Morrissey, Francis	2,887.50	Review memo outlining PUHCA violations (.4). Review documents impacted by violations (.5). Review issues relating to Bank of New York documents/opinions given (.6). Review LNC case regarding future purchasers/demonstration of damages (.3). Commence review of unfair discrimination issues (.5). Review first draft of confirmation objection (.7). Review issues relating to In Rem rights vs. rights as unsecured creditor (.4). Review impact on holders of adversary proceeding extending beyond confirmation (.5). Review option of holders regarding same/duties of indenture trustee (.4). Review 5.7 issues to be researched/securities laws (.4). Review cases related to unfair discrimination (1.0).	6
9/17/2004 Darwin, Amanda	2,593.50		6

9/17/2004 Dewees, Robert L. Jr.	658	1.4 Review the sections of PUHCA to be included in the arguments.	6
9/17/2004 Hamblett, Frank S.	1,232.00	Review offering documents regarding QUIPS/TOPS-priority (1.4). Analyze issues regarding plan	6
9/17/2004 Lee, Frank	257.5	2.8 confirmation objections/strategy (1.4).	6
9/17/2004 Morrissey, Francis	1,540.00	0.5 Review memo prepared in connection with PUHCA argument and review PUHCA.	6
		4 Additional research regarding objection to confirmation.	6
9/17/2004 Snellings, John V.	1,831.50	Review objection to confirmation-first draft(.8). Review Dewees memo of PUCHA violations (.8).	6
9/19/2004 Snellings, John V.	594	3.7 Continue reading transcript (2.1).	6
		1.2 Review draft of objection.	6
		Review incoming correspondence from Fried Frank (.2). Follow-up on status of objection/issues being researched (.3). Review Maglen draft objection to plan (.8). Review case law supporting same (.5).	
		Review applicability to trustee's objection (.5). Review balloting procedures (.9). Analyze mechanism for tracking balloting (.7). Correspondence to Mr. Fisher and Mr. Healy (.4). Review problems raised by lack of mechanisms and draft provisions in plan regarding same (1.4). Review Incoming correspondence from Mr. Healy and follow up e-mail to Mr. Healy (.4). Review issues being developed on plan objection and draft and revise provisions regarding same (2.8). Review revisions to Maglen 10 draft (1.1).	
9/20/2004 Darwin, Amanda	4,550.00	2.6 Supplemental research for and revisions to memo of law supporting objection to confirmation.	6
9/20/2004 Harrington, Lee	819	6 Continue drafting objection to confirmation.	6
9/20/2004 Morrissey, Francis	2,310.00	3.9 Review/revise objection to confirmation (2.2). Review Maglen draft (1.7).	6
9/20/2004 Snellings, John V.	1,930.50		6
		Review incoming correspondence from Mr. Kaplan (.9). Draft certain sections to plan objection (1.3). Exchange of e-mail correspondence with Mr. Kaplan (.5). Review and revise objection (.9). Analyze points to be made on oral argument on plan objection (.9). Consider valuation argument and potential witnesses/discovery relating thereto (.8). Conference call with Ms. Costello (.3). Analyze arguments in response to motion to estimate claim (1.0). Review correspondence from local counsel (.3). Forward 7.4 same to client and arrange for update (.2). Review case law cited in objection (.3).	
9/21/2004 Darwin, Amanda	3,367.00	Review Second Amended Plan and Disclosure Statement regarding trustee fees (.9). Review Debtor's 1.8 Motion for estimate of Maglen's claims (.9).	6
9/21/2004 Hamblett, Frank S.	792	4.2 Supplemental research for and revisions to objection to disclosure statement.	6
9/21/2004 Harrington, Lee	1,323.00	9 Substantially revise and supplement objection to confirmation.	6
9/21/2004 Morrissey, Francis	3,465.00	Review/revise objection to confirmation (3.5). Follow-up on witness issues. Review Maglen objection 4.7 (1.2).	6
9/21/2004 Snellings, John V.	2,326.50		6

9/22/2004 Darwin, Amanda	2,275.00	Arrange for conference call with client (.4). Review issues relating to client's expertise in balloting (.5). Review ballot forwarded by holder (.4). Review disclosures of brokerage firm regarding "choice" (.5). Review incoming correspondence from Ms. Nadvitch (.4). Arrange for conference call with Fried Frank (.3). Review witnesses/possible list (.2). Review valuation issues to be introduced (.3). Conference call with Fried, Frank regarding same (.7). Conference call with Mr. Fisher (.5). Review as-filed	6
9/22/2004 Morrissey, Francis	1,732.50	5 Supplemental Objection of Magten (.8). 4.5 Work on objection to estimate Law Debenture's claim. Conference call with Magten counsel to review case and confirmation strategy (1.2). Review Wilmington objection to HSBC claim (.8). Teleconference with client regarding HSBC (.4). Continue to 4.2 read transcript for hearing (1.8).	6
9/22/2004 Snellings, John V.	2,079.00	4.2 read transcript for hearing (1.8).	6
9/22/2004 Whittle, Elizabeth W	1,215.00	3 On-line research to locate cases and review of same. Commence work on PUHCA objection (.7). Look back on our analysis vs. Wilmington analysis (.4). Review appropriateness of arguments (.4). Review incoming correspondence from Mr. Healy (.3). Review bondholder inquiry (.5). Correspondence to Mr. Healy (.4). Review possible witnesses (.8). Draft correspondence to Mr. Healy (.4). Research questions regarding disclosure (.4). Telephone conference with individual discount holder/concerns regarding disclosure (.4). Telephone conference with individual at partholder (.4). Several telephone conferences with Mr. Healy (.8). Memo to file 7.4 regarding holder calls (.5). Review outline of PUHCA objection (.6). Work on objection to HSBC claims that raises the PUHCA violation argument against the Debtor (.5). Review Wilmington Trust and Harbert filings on this issue (1.1). Draft Law Debenture's PUHCA 3.2 arguments (.8). Review PUHCA cases (.8). 5 Work on objection to estimation motion and objection to Class 7 claims. 0.2 Review feedback from investor calls. 0.9 Review comments regarding brief and revise same.	6
9/23/2004 Dewees, Robert L. Jr.	1,504.00	Review PUHCA pleadings (.4). Analyze arguments relating thereto (.4). Review securities laws/10(b) (.5). Correspondence to Mr. Fisher (.3). Review procedures for claim estimation (.4). Review standards regarding claims estimation (.4). Review draft of claims objection (.3). Review debtor's request for discovery (.4). Conference call with Mr. Kaplan regarding response to Mr. Austin (.3). Review debtor's witnesses/need to cross (.5). Review points to be raised regarding valuation (.4). Several telephone conferences with holders responding to questions and confusion over ballot (.7). Analyze debtor's arguments (.9). Review incoming correspondence from Mr. Fisher (.3). Review updated docket (.4). 7.2 Review incoming pleadings (.4). Review outgoing correspondence to Mr. Chipman (.2). Further work on objection to HSBC claims (.5). Review drafts/objection to claims (.4). E-mails to/from 1.2 Ms. Whittle regarding objection (.3).	6
9/23/2004 Morrissey, Francis	1,925.00		6
9/23/2004 Snellings, John V.	99		6
9/23/2004 Whittle, Elizabeth W	364.5		6
9/23/2004 Darwin, Amanda	3,367.00		6
9/24/2004 Darwin, Amanda	3,276.00		6
9/24/2004 Dewees, Robert L. Jr.	564.00		6

9/24/2004	Morrissey, Francis	2,156.00	Work on objection to estimation motion (4.2). Review objection to Harbert claims (1.1). Conference call with Ms. Darwin and Mr. Kaplan regarding witnesses for confirmation hearing (.3).	6
9/24/2004	Snellings, John V.	1,138.50	Review and sign letter to Mr. Austin on witness list (.3). Comment on response to estimation motion (2.3 (.8). Attend to HSBC objection and amending complaint (1.2).	6
9/25/2004	Deweese, Robert L. Jr.	564	Review memo from Mr. Lee on PUHCA and in particular the SEC's authority over security issuances 1.2 under Section 9(a) of the Act.	6
9/25/2004	Whittle, Elizabeth W	2,511.00	6.2 Revise, draft brief and review cases.	6
9/26/2004	Deweese, Robert L. Jr.	705	Review draft of our objection to claim from Ms. Whittle (1.1). Review SEC's authority over security 1.5 issues (.4).	6
9/26/2004	Whittle, Elizabeth W	1,660.50	4.1 Revise and edit brief.	6
			Review correspondence from Mr. Healy (.2). Research inquiry (.3). Correspondence to Mr. Healy (.2). Review arguments formulated in response to claim estimation (.5). Review Debtor's 10(b)(5) arguments (.6). Analyze applicability (.5). Evaluate issues to be researched and assign tasks (.6).	
9/27/2004	Darwin, Amanda	2,457.00	Review procedures (.4). Review PUHCA arguments (.5). Review HSBC objection (.5). Review and 5.4 formulate response to claims estimation motion (1.0).	6
			Telephone conferences with Ms. Whittle regarding drafts of objection to claim (.5). Conference with Ms. Darwin and Mr. Snellings (.5). Conference with Mr. Hamblett regarding NOR's SEC filings (.3). Revise objection of Law Debenture and compare against Magten's draft amended complaint (2.8). Review 4.8 Wilmington Trust Objection to claim (.7).	6
9/27/2004	Deweese, Robert L. Jr.	2,256.00	Outline Debtor's SEC filings/disclosure (.3). Analyze issues regarding First Amended 0.6 Complaint/PUHCA (.3).	6
9/27/2004	Hamblett, Frank S.	264	2.1 Research and draft insert on fraudulent transfer law for objection to claims estimation motion.	6
9/27/2004	Harrington, Lee	661.5	1.6 Pull cases for 10-b(5) research and analyze case law regarding same.	6
9/27/2004	Hauseisen, Danika	456	Attend to issues on estimation and review motion and cases cited (.8). Continue reading transcript from 2.1 confirmation hearing (1.3).	6
9/27/2004	Snellings, John V.	1,039.50	3.2 Draft and revise brief.	6
9/27/2004	Whittle, Elizabeth W	1,296.00		6
9/28/2004	Darwin, Amanda	1,683.50	Review revised draft response to estimation motion (.6). Review revisions to HSBC claim (.5). Review communications to local counsel regarding same (.4). Review incoming comments from Fried, Frank on HSBC claim (.5). Correspondence from and to Mr. Healy regarding bondholder inquiries (.3). Correspondence from and to Mr. Fisher regarding bondholder inquiries, upcoming hearing and other 3.7 matters (.5). Review witnesses list and other matters (.5). Review revised filings (.4).	6

51

9/30/2004 Darwin, Amanda	2,821.00	6	Correspondence to and from Mr. Fisher regarding court appearance and travel arrangements (.3). Review input for holder regarding confusing ballot/procedures (.5). Review incoming pleadings (.3). Review exchange of e-mail correspondence with Bank of New York (.4). Review staffing necessary for PUHCA (.4). Forward as filed pleadings to Mr. Fisher and Mr. Healy (.3). Review incoming correspondence from Ms. Costello (.3). Forward comments on amended complaint to Ms. Costello (.3). Review materials to be studied by Mr. Fisher in preparation of testimony and correspondence to Mr. Fisher regarding same (1.0). Review supporting documents for PUHCA claims (.9). Review opinions and officer's certificate given with third supplement (.6). Exchange of correspondence with Ms. Miller
9/30/2004 Dewees, Robert L. Jr.	2,256.00	6	6.2 regarding HSBC claim (.4). Review HSBC claim (.5). Revisions to objection to HSBC Claims (2.8). Review exhibits and prepare for local counsel and filing 4.8 (1.5). Further edits (.2). Review comments from Ms. Whittle (.3). Numerous telephone calls and e-mail message with Mr. Curchack and Ms. Siegel regarding missing 1.4 documentation.
9/30/2004 Hamblett, Frank S.	616	6	Review HSBC objection (1.3). Attend to strategy for confirmation (1.6). Review case law in various 4.2 briefs (.8). Review BNY documents (.5).
9/30/2004 Snellings, John V.	2,079.00	6	2.7 Review and edit brief to be filed in bankruptcy and pull additional case and review.
9/30/2004 Whittle, Elizabeth W	1,093.50	6	
10/1/2004 Darwin, Amanda	3,048.50	6	Commence compiling documents for review for evidentiary testimony (.8). Review balloting agents' service affidavit (.5). Review ADP holders' list (.5). Telephone conference with Ms. Costello regarding conference call on Monday (.3). Prepare for conference calls (.3). Finalize claims objection (.9). Review exhibits to be filed with objection (.8). Telephone conference with Ms. Miller regarding objection (.3). Review on-going work to be performed regarding PUHCA (.6). Several telephone conferences with Ms. Costello regarding amended complaint (.7). Review incoming correspondence from the Debtor (.2). 6.7 Review omnibus hearing dates (.3). Review background of newly assigned judge (.5). Review exhibits and references in objection to claim (.9). Review NOR's SEC filings (1.1). Finalize 2.9 objection for filing (.9).
10/1/2004 Dewees, Robert L. Jr.	1,363.00	6	Correspondence with Mr. Curchack regarding missing documentation (.2). Discussion with Mr. Dewees 0.4 regarding SEC filings (.2).
10/1/2004 Hamblett, Frank S.	176	6	0.8 Review reply to Law Debenture's supplemental objection.
10/1/2004 Morrissey, Francis	308	6	3.6 Review of debtor's reply and review transcript of first hearing.
10/1/2004 Snellings, John V.	1,782.00	6	1.1 Preparing exhibits for objection to claims.
10/1/2004 Swatocha, Michael	121	6	0.2 Advice regarding conference hearing and arguments.
10/3/2004 Berman, Mark	101	6	

10/3/2004 Darwin, Amanda	1,865.50	4.1 materials for hearing (.2). Analyze possible objections by Debtor to PUHCA arguments (.4). Review Debtor's reply to Law Debenture's supplemental objection and further research regarding same.	6
10/3/2004 Morrissey, Francis	2,579.50	6.7 same. Continue to prepare for confirmation hearing with review of case law, briefs and reply filed by debtors (.5.6). E-mail correspondence with debtor's counsel regarding confirmation objection (.3). Conference	6
10/3/2004 Snellings, John V.	3,564.00	7.2 call with Magten counsel and follow-up (1.3). Prepare line of questioning for Mr. Fisher (1.0). Review problems with first round of voting and solicitation procedures (.8). Follow-up on requests for exhibits to HSBC claims objection (.5). Review documents introduced as exhibits by Debtor/use of exhibits for QUIPS presentation (.9). Review affidavit regarding solicitation procedures for Class 8(a) (.5). Review incoming correspondence from Ms. Costello (.3). Conference call with Fried Frank (.8). Review valuation bridge (.5). Review evidenceregarding valuation introduced by equity (.8). Prepare outline of certain oral arguments (1.9). Review exhibits to plan confirmation (.5). Review input from Mr. Austin regarding solicitation procedures 9 (.5). 1.5 Prepare exhibits to objection to claim. 0.5 Conference with Mr. Snellings in preparation for confirmation hearing. Teleconference with debtor's counsel on voting, witnesses and objections to confirmation (.4). Follow-up calls with debtor's counsel (.4). Teleconference with Magten counsel regarding confirmation hearing (.8). Review pleadings filed in connection with confirmation hearing (1.8). Review valuation chart from Fried Frank (.5). Review preparation of questions for Mr. Fisher (.6). Continue review of replies and 7.9 case law (3.4). 2.5 Travel time to Phoenix not otherwise accounted for. Review Debtor's Memorandum and Supplemental Memorandum in Support of Confirmation, oppositions to confirmation filed by third parties, and outline arguments for oral presentation (3.5). Review primary cases cited by Debtor (1.0). Review issues to be discussed with client (1.2). Telephone conference with Mr. Fisher (.3). Telephone conference with Ms. Steingart (.3). Meet with Mr. Fisher to discuss input from holders/review of arguments/Magten position (2.6). Meet with Ms. Steingart, Mr. 10.2 Fisher and Mr. Snellings (1.3). 5 Review arguments for hearing and review AOV and related case law. 2.2 Meeting with client and Magten counsel to prepare for hearing.	6
10/4/2004 Darwin, Amanda	4,095.00		6
10/4/2004 Dewees, Robert L. Jr.	705		6
10/4/2004 Morrissey, Francis	192.5		6
10/4/2004 Snellings, John V.	3,910.50		6
10/5/2004 Darwin, Amanda	1,137.50		6
10/5/2004 Darwin, Amanda	4,641.00		6
10/5/2004 Snellings, John V.	2,475.00		6
10/5/2004 Snellings, John V.	1,930.50		6

10/5/2004	Snellings, John V.	1,633.50	3.3 Travel to Phoenix for confirmation hearing. Attend confirmation hearing (8.1). Conference with Ms. Steingart, lawyer for McGreevy plaintiffs and others (.9). Follow-up discussions with Committee counsel and follow-up discussions with Ms. Steingart (1.0).	6
10/6/2004	Darwin, Amanda	4,550.00	10 Steingart (1.0).	6
10/6/2004	Deweese, Robert L. Jr.	94	0.2 Follow-up regarding developments at hearing.	6
10/6/2004	Hamblett, Frank S.	2,024.00	4.6 Participate (telephonically) in confirmation hearing.	6
10/6/2004	Morrissey, Francis	2,695.00	7 Assist Mr. Snellings at confirmation hearing.	6
10/6/2004	Snellings, John V.	5,692.50	11.5 Prepare for hearing (2.0). Attend confirmation hearing (9.5).	6
10/7/2004	Boyle, Meghan	264	1.2 Research related to indentures and supplemental indentures.	6
10/7/2004	Darwin, Amanda	3,094.00	6.8 Travel time: travel from Phoenix, Arizona court hearing.	6
10/7/2004	Darwin, Amanda	1,683.50	Outline settlement proposal (.6). Review subordination claim issues and judge's inquiry regarding same (.6). Review incoming correspondence from Mr. Healy and correspondence to Mr. Healy (.3).	6
10/7/2004	Hamblett, Frank S.	3,784.00	Review and revise memo regarding subordination issues (.4). Review correspondence to Mr. Kornberg (.2). Review incoming correspondence from Mr. Austin (.2). Review revised settlement offer. Maglen response and counteroffer (.7). Telephone conference with Mr. Austin and Mr. Snellings (.3). Review	6
10/7/2004	Snellings, John V.	3,465.00	3.7 TOPRS and QUIPS indenture regarding subordination/language (.4).	6
10/7/2004	Snellings, John V.	1,485.00	Review and analyze subordination provisions contained in TOPRS indenture and QUIPS indenture and 8.6 draft and revise memo regarding same.	6
10/7/2004	Snellings, John V.	1,485.00	7 Travel from Phoenix after hearing.	6
10/7/2004	Snellings, John V.	1,485.00	Attend to issues on 10/8 hearing (.4). Review e-mail correspondence and teleconference with debtor's counsel on reserve/terms (.8). Review and analyze statement of clarification (1.5). Review letter to A. Kornberg. (.3).	6
10/8/2004	Darwin, Amanda	2,457.00	Review incoming correspondence from Ms. Steingart (.2). Telephone conference with Ms. Steingart (.3). Review incoming notice from Debtor (.2). Correspondence from and to local counsel regarding upcoming hearing (.4). Review incoming correspondence from Mr. Fisher and correspondence to Mr. Fisher (.9). Telephonic hearing (2.2). Extended telephone conference with Mr. Fisher regarding judge's 5.4 ruling and next steps (.8). Review ruling and possible points for appeal (.4).	6
10/8/2004	Hamblett, Frank S.	1,804.00	Further analyze TOPRS indenture and QUIPS indenture and revise Statement of Position regarding 4.1 subordination provisions (2.5). Review court findings in confirmation hearing/ruling (1.6).	6
10/8/2004	Morrissey, Francis	770	2 Participate telephonically at confirmation hearing and review possible issues for appeal.	6
10/8/2004	Snellings, John V.	247.5	0.5 Obtain update on court findings. Exchange e-mail from debtor's counsel.	6

10/11/2004 Snellings, John V.	1,336.50	2.7 Confirmation order (2.2). E-mail correspondence with debtor's counsel on class 9 reserve. Begin review of draft (.5). Review incoming press release (.3). Review incoming proposal from Mr. Austin and telephone conference with Mr. Austin (.9). Review inquiry from local counsel (.6). Review incoming correspondence from client and correspondence to client (.4). Review documentation from Bank of New York regarding fees and expenses (.8). Review revisions and comments to confirmation order (1.0). Review incoming inquiry from holder and client and follow-up with client regarding same (.8). Follow-up regarding Bank of New York counsel fees (.3). Follow-up with conversations with Fried, Frank (.3). Review comments to confirmation order (.2).	6
10/12/2004 Darwin, Amanda	2,548.00	5.6 Frank (.3). Review reports on confirmation of Debtor's plan (.2). E-mails with Ms. Darwin (.1).	6
10/12/2004 Dewees, Robert L. Jr.	141	0.3 Review reports on confirmation of Debtor's plan (.2). E-mails with Ms. Darwin (.1). Review and extensively mark up Confirmation Order and lengthy telephone conferences and e-mail correspondence with Ms. Costello, Mr. Kaplan and others regarding same (5.2). Telephone call with Ms. Moss regarding HSBC Claim (.2). Correspondence with Mr. Curchack and Ms. Siegel regarding Ms. Moss regarding HSBC Claim (.2).	6
10/12/2004 Hamblett, Frank S.	2,552.00	5.8 BNY claim (.4). Review confirmation order and revisions (1.8). Telephone call with Magten counsel on comments to confirmation order and strategy going forward (.6). Conference regarding reserve amount and procedure (.5). Telephone call with Mr. Austin, debtor's counsel, on confirmation issues, reserve, litigation (.6). Telephone conference with Mr. Kaplan to review order comments (.7). Conference on 5 Friday hearing regarding confirmation (.8).	6
10/12/2004 Snellings, John V.	2,475.00	Review incoming correspondence from Bank of New York counsel (.3). Review including correspondence regarding revised order and review comments from Paul, Hastings regarding same (.8). Review inquiry from holder (.9). Review correspondence from Ms. Siegel (.3). Several telephone conferences with holders and correspondence to and from Mr. Healy regarding same (1.0). Review incoming correspondence and revised order from Paul, Hastings (.6). Correspondence to and from local counsel (.5). Review additional changes to confirmation order from the Debtor (.4). Review press 5.1 release regarding confirmation (.3).	6
10/13/2004 Darwin, Amanda	2,320.50	Review judge's ruling on objection to claim and strategy going forward (.4). Conference with Mr. Hamblett (.2).	6
10/13/2004 Dewees, Robert L. Jr.	282	0.6 Hamblett (.2). Review revised confirmation order (.8). Review indenture and analyze issue regarding indenture 1.5 trustee/release (.4). Telephone call with Mr. Curchack regarding plan/adversary proceeding (.3).	6
10/13/2004 Hamblett, Frank S.	660	1.2 Review blacklined version of confirmation order.	6
10/13/2004 Snellings, John V.	594		6

10/14/2004 Darwin, Amanda	1,501.50	Review incoming inquiries from holders (.2). Review incoming inquiry from Mr. Healy (.2). Review incoming pleadings (.1). Review proposed confirmation order provisions (.2). Several telephone conferences with holders (.7). Review incoming correspondence from Mr. Austin (.3). Telephone conference with Ms. Costello (.3). Follow-up telephone conference with Ms. Costello (.3). Conference call with Ms. Steingart, Mr. Kaplan, and Ms. Costello (.7). Follow-up correspondence to Mr. Austin (.3).	6
10/14/2004 Snellings, John V.	396	Review Magten's objection to certification of counsel (.4). Review debtor's response to Magten 0.8 objection (.4). Telephone conference with Ms. Moss (.3). Review revisions to confirmation order suggested by Magten and review Magten comments to same (.6). Review incoming correspondence from Debtor's counsel (.3). Telephone conference with Debtor's counsel (.3). Telephone conference with holder (.3). Review inquiry regarding change of vote (.4) Review incoming correspondence from Ms. Costello (.3). Review proposed stipulation (.4). Telephone conference with Debtor's counsel (.3). Follow-up call to Debtor's counsel (.3).	6
10/15/2004 Darwin, Amanda	1,592.50	Review draft stipulation on claims reserve from Magten (.6). Forward stipulation to debtor's counsel 1.3 (.2). Attend to other post-confirmation issues (.5).	6
10/15/2004 Snellings, John V.	643.5	1.3 Prepare notice to holders.	6
10/17/2004 Hamblett, Frank S.	572	Review proposed notice to holders and comments to same, correspondence to Mr. Healy regarding the same (.8). Review additional revisions from client (.3). Review comments from Ms. Denniston 1.5 regarding resolicitation procedures (.4). Review confirmation order and indenture and revise and complete notice to holders regarding same (2.3). Correspondence with Mr. Healy regarding same (.2). E-mail correspondence with Mr. Curchack 2.7 regarding plan/effective date (.2).	6
10/18/2004 Darwin, Amanda	682.5	Teleconference with Ms. Denniston on stipulation (.2). Correspond with Magten counsel regarding 0.4 stipulation (.2).	6
10/18/2004 Hamblett, Frank S.	1,188.00	Comments to proposed resolicitation procedures (.4). Review incoming correspondence from Debtor regarding upcoming call and correspondence to Mr. Healy regarding same (.6). Review revisions to 1.4 notice to holders (.4).	6
10/19/2004 Darwin, Amanda	637	Revise notice to holders to incorporate comments; correspondence with Mr. Healy regarding same 1.3 (1.1). Telephone call with Ms. Denniston regarding QUIPS/Options/Stipulation (.2).	6
10/19/2004 Snellings, John V.	148.5	0.3 Set up call with debtor's counsel (.1). Review stipulation issues (.2).	6
10/20/2004 Darwin, Amanda	91	0.2 Review incoming correspondence from Debtor. Review Debtor's non-material modifications to plan of reorganization (.4). Telephone conferences with Ms. Denniston, Mr. Kaplan and Ms. Costello regarding right to change options/plan (.8). revise notice 1.9 to holders (.7).	6
10/20/2004 Hamblett, Frank S.	836		6

10/20/2004 Snellings, John V.	594	1.2 to permit change of options (.7). Update regarding potential agreement regarding rescissitation of holders (.8). Review revised stipulation order and correspondence to client regarding same (.7). Review schedule of bondholder votes (.5). Telephone conference with Mr. Healy regarding rescissitation and response to holder calls (.9). Update on recent discussions with Magten and the Debtor (.2). Numerous telephone conferences with holders inquiring as to status (1.4). Review procedural aspects of appeal (.3). Outline possible 5.1 issues for appeal (.3). Correspondence with Mr. Curchack regarding BNY/Trustee fees (.3). Review Debtor's corrected ballot 1.8 motion and related form (.8). Revise notice to holders (.7). Review and revise stipulation from Magten (.4). Conference on appeal issues with review of e-mail to 1 client (.2). Review schedule from debtors (.4).	6
10/21/2004 Darwin, Amanda	2,320.50	Telephone conference with holder (.3). Review incoming comments from Filed Frank to stipulation (.3). Review procedural aspects of appeal (.4). Review docket (.4). Review issues relating to balloting and certifications by participants (.4). Review concerns regarding rescissitation (.4). Follow-up with holder regarding inquiry (.3). Review incoming pleadings (.3). Review status of disputed claims (.4). Revise stipulation to add Law Debuture's comments and forward comments to Debtor (1.0). Review docket 5 for request for stay (.4). Review motion for staying pending appeal (.4). 1 Review Magten's motion for a stay pending appeal. 1 Review e-mail correspondence to debtor's counsel (.2). Review plan supplement (.8).	6 6 6
10/22/2004 Darwin, Amanda	2,275.00		6
10/22/2004 Morrissey, Francis	385		6
10/22/2004 Snellings, John V.	495		6
10/25/2004 Darwin, Amanda	3,048.50	Review incoming comments to stipulation and comments to same (.5). Analyze plan regarding voting options and options not tied to acceptance or rejection of plan (.5). Analyze reserve issues (.5). Telephone conference with holder (.3). Review incoming correspondence from Mr. Austin (.2). Review motion for stay pending appeal in preparation for hearing (.5). Review notice of emergency motion and Debtor's response to same (.7). Telephonic hearing (1.3). Review incoming correspondence from Mr. Healy and correspondence to Mr. Healy (.8). Review additional filings by Committee (.5). Review next 6.7 action regarding notice for staying pending appeal (.6). Telephone conference with Mr. Kaplan (.3). Review Magten's motion of stay pending appeal, Committee's objections (2.2). Attend telephonic 4.2 hearing on motion for stay (1.5). Communicate with client on outcome (.5).	6 6
10/25/2004 Snellings, John V.	2,079.00		6
10/26/2004 Darwin, Amanda	682.5	Prepare for conference call with Ms. Denniston (.3). Conference call with Ms. Denniston and Mr. 1.5 Snellings (.6). Review incoming correspondence from Mr. Healy (.3). Follow-up regarding Inquiry (.3).	6

10/26/2004 Snellings, John V.	742.5	1.5 Review revised stipulation on reserve (.4). E-mail memo to debtor's counsel on reserve (.4). Review response (.2). Review notice (.5).	6
10/27/2004 Darwin, Amanda	2,775.50	Review incoming correspondence and revised stipulation from Paul, Hastings (.3). Review issues related to Delaware procedure on certain matters on appeal and Judge Case's decisions (.7). Review incoming pleadings and review docket (.4). Review incoming objection to disputed claims reserve (.4). Review incoming correspondence from Ms. Denniston regarding Magten estimation motion and issues to be heard (.6). Correspondence to Mr. Kaplan regarding objection (.3). Extended conference call with Mr. Healy and Mr. Fisher regarding possible resolution of reserve matter with Debtor (.7). Outline research to be performed regarding Trustee liability for predecessor acts or omissions and arrange for same (.9). Review incoming agenda for hearing next Wednesday (.4). Extensive correspondence to and from Mr. Kaplan regarding attempted resolution of disputed claims reserve figure (.7). Review 6.1 correspondence from Prior Cashman (.3). Review docket regarding new filings (.4).	6
10/27/2004 Simpson, Varya	810	1.8 Research liability of successor trustee to third parties.	6
10/27/2004 Snellings, John V.	1,039.50	2.1 Strategize about going forward with appeal, stipulation, HSBC claims (1.2). Review notice of hearing in District Court (.2). Review documents from BNY (.7).	6
10/28/2004 Darwin, Amanda	3,685.50	Review incoming pleadings (.5). Review notice of reserve (.6). Review incoming correspondence from Mr. Kaplan and correspondence to Mr. Healy and Mr. Fisher regarding the same (.7). Review stipulation (.7). Review incoming inquiry from Ms. Miller and research regarding the same (1.1). Review Debtor's objection to Law Debenture's objection to HSBC claim (1.0). Review HSBC joinder (.7). Correspondence to Mr. Kaplan (.3). Review incoming correspondence from Ms. Steingart (.3). Correspondence to Ms. Steingart (.3). Review incoming correspondence from Ms. Chayavadhanangkur (.4). Review proposed revisions to stipulation (.9). Review incoming 8.1 correspondence from Mr. Fisher (.3). Review incoming correspondence from Paul, Hastings (.3).	6
10/28/2004 Simpson, Varya	990	2.2 Research liability of successor trustee.	6
10/28/2004 Snellings, John V.	396	0.8 Review various e-mails from Magten counsel and client on direction of case.	6
10/28/2004 Spath, Linda	90	0.4 Research selected portions of Bogert on Trusts and Trustees at the request of Ms. Simpson.	6

10/29/2004 Darwin, Amanda	3,458.00	Review incoming correspondence from Ms. Denniston (.2). Correspondence from and to Ms. Chayavadhananykur (.4). Correspondence to and from Mr. Fisher (.4). Review correspondence to address Mr. Fisher's concerns (.2). Review schedule for appeal of stay motion (.3). Prepare for conference call (.6). Conference call with Mr. Fisher, Mr. Healy and Mr. Snellings (.6). Forward to Debtor's counsel additional comments to stipulation (.3). Review back-up for stipulation (.5). Review Magten objection to reserve (.5). Review follow-up comments to stipulation from Debtor (.5). Review plan regarding issuance of New Common Stock, distribution to QUIPS holders who elect Option 1 (.5). Correspondence from and to Ms. Denniston (.4). Conference call with Ms. Denniston and Mr. Snellings (.4). Confirmatory correspondence to Ms. Denniston (.3). Correspondence to Mr. Fisher (.3). Telephone conference with Mr. Fisher (.3). Outgoing correspondence to local counsel (.3). Review 7.6 incoming correspondence from Ms. Denniston (.3). Review final version of stipulation (.3). Several telephone calls and e-mail correspondence with Mr. Curchack regarding Plan/distribution (.8). 1.7 Review Law Debenture's invoices for confidentiality (.9). 0.5 Research liability of successor trustee. Review stipulation on reserve (.9). Review e-mails on appeal (.4). Teleconference with Ms. Denniston on option alternative selection (.5). Conference with client on various issues and strategies (.7). Review 2.9 Magten's objection to notice of disputed claim (.4). 2 Further review and research of liability of successor trustee.	6
10/29/2004 Hamblett, Frank S.	748		6
10/29/2004 Simpson, Varya	225		6
10/29/2004 Snellings, John V.	1,435.50		6
10/31/2004 Simpson, Varya	900		6
	452688.9		6

EXHIBIT D

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

NORTHWESTERN CORPORATION,

Debtor.

Chapter 11

Case No. 03-12872 JLP

**NOTICE OF DEPOSITION OF
NORTHWESTERN CORPORATION**

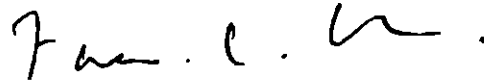
PLEASE TAKE NOTICE that pursuant to Federal Rule of Bankruptcy Procedure 9014, incorporating FED. R. CIV. PRO. 30(b)(6), Law Debenture Trust Company of New York ("Law Debenture") will take the deposition upon oral examination of the Designee or Designees of Northwestern Corporation ("Northwestern") on January 18, 2005 at 9:00 a.m. EST, at the offices of Smith, Katzenstein & Furlow, LLP, 800 Delaware Avenue, 7th Floor, Wilmington, DE 19899, before a notary public or before some other officer authorized by law to administer oaths. The deposition shall be recorded by stenographic means and/or by videotape. The oral examination will continue from day to day until completed. You are invited to attend and cross-examine.

PLEASE TAKE FURTHER NOTICE that pursuant to FED. R. Civ. PRO. 30(b)(6), Law Debenture hereby requests that Northwestern produce for deposition a designated representative or representatives with authority to testify on behalf of Law Debenture with full and complete knowledge of the items identified in Schedule A hereto.

PLEASE TAKE FURTHER NOTICE THAT the representative or representatives with authority to testify on behalf of Law Debenture must be prepared for the deposition, so that the representative or representatives can testify with full and complete knowledge of the above

subject matters. Failure on the part of Northwestern to comply with this requirement of FED. R. CIV. PRO. 30(b)(6) will subject Northwestern to sanctions, including without limitation, a monetary award of costs of the deposition, including Law Debenture's reasonable attorneys fees.

SMITH, KATZENSTEIN & FURLOW, LLP



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- and -

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Telephone: (617) 345-1201
Facsimile: (866) 947-1732

Counsel for Law Debenture Trust Company of
New York

Dated: Wilmington, Delaware
December 30, 2004

SCHEDULE A

Law Debenture expressly incorporates the definitions set forth in the Debtor's Second Amended and Restated Plan of Reorganization under Chapter 11 of the Bankruptcy Code.

1. All legal, advisory, consulting and other professional fees and expenses ("Professional Fees and Expenses") paid to Harbert and Wilmington Trust by the Debtor and/or the Debtor's estate.

2. All communications between and among the Debtor, Harbert and Wilmington Trust concerning the Professional Fees and Expenses Harbert and Wilmington incurred in the above-captioned Chapter 11 case and the payment of such Professional Fees and Expenses.

3. All documents furnished to the Debtor by Harbert and Wilmington which evidence or relate to the Professional Fees and Expenses they incurred in connection with the above-captioned Chapter 11 case.

4. The reasonableness of the Professional Fees and Expenses incurred by Harbert and Wilmington in connection with this Chapter 11 case.

5. The substantial contribution Harbert and Wilmington made to this estate during the Debtor's Chapter 11 case.

6. All Professional Fees and Expenses paid to HSBC Bank USA ("HSBC").

7. All communications between the Debtor and HBSC concerning the Professional Fees and Expenses HSBC incurred in the above-captioned Chapter 11 case and the payment of such Professional Fees and Expenses.

8. All documents furnished to the Debtor by HBSC which evidence or relate to the Professional Fees and Expenses HSBC incurred in connection with the above-captioned Chapter 11 case.

9. The reasonableness of the Professional Fees and Expenses incurred by HBSC in connection with this Chapter 11 case.

10. The substantial contribution HSBC made to this estate during the Debtor's Chapter 11 case.

11. The Professional Fees and Expenses incurred by Law Debenture in connection with the above-captioned Chapter 11 case.

12. All communications between the Debtor and the fee auditor appointed in this case concerning the Professional Fees and Expenses incurred by Indenture Trustees in this case.

13. The treatment of Class 7, Class 8(a) and Class 8(b) Claims under the Plan.